STRATEGIC HOTELS & RESORTS, INC

Form 4 May 09, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction 1(b).

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person * Langer Jonathan A

2. Issuer Name and Ticker or Trading Symbol

STRATEGIC HOTELS & RESORTS, INC [BEE]

5. Relationship of Reporting Person(s) to Issuer

C/O GOLDMAN, SACHS &

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 05/03/2006

Director 10% Owner Officer (give title __X__ Other (specify

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

below) below) Former Director

CO., 85 BROAD STREET

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10004

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securir Transaction(A) or Di Code (Instr. 3, (Instr. 8)		* '		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/03/2006		S	100	D	\$ 22.58	1,242,595	I	See footnotes (1) (2) (3)	
Common Stock	05/03/2006		S	600	D	\$ 22.59	1,241,995	I	See footnotes (1) (2) (3)	
Common Stock	05/03/2006		S	100	D	\$ 22.56	1,241,895	I	See footnotes (1) (2) (3)	
Common	05/03/2006		S	1,800	D	\$	1,240,095	I	See	

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Stock					22.57			footnotes (1) (2) (3)
Common Stock	05/03/2006	S	1,900	D	\$ 22.54	1,238,195	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	200	D	\$ 22.64	1,237,995	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	2,800	D	\$ 22.55	1,235,195	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	1,600	D	\$ 22.52	1,233,595	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	700	D	\$ 22.62	1,232,895	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	1,800	D	\$ 22.53	1,231,095	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	400	D	\$ 22.63	1,230,695	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	100	D	\$ 22.5	1,230,595	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	1,500	D	\$ 22.61	1,229,095	I	See footnotes (1) (2) (3)
Common Stock	05/03/2006	S	4,498	D	\$ 22.6	1,224,597	I	See footnotes (1) (2) (3)
Common Stock	05/05/2006	P	298	A	\$ 22.95	1,224,895	I	See footnotes (1) (2) (3)
Common Stock	05/05/2006	P	700	A	\$ 22.98	1,225,595	I	See footnotes (1) (2) (3)
Common Stock	05/05/2006	P	200	A	\$ 22.99	1,225,795	I	See footnotes (1) (2) (3)
Common Stock	05/05/2006	P	16,900	A	\$ 23	1,242,695	I	See footnotes (1) (2) (3)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Title	and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumber	Expiration Da	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	Derivative	e		Securit	ties	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date		or	
									Number	
									of	
				Code	V (A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Langer Jonathan A C/O GOLDMAN, SACHS & CO. 85 BROAD STREET NEW YORK, NY 10004

Former Director

Signatures

/s/ Roger S. Begelman, Attorney-in-fact

05/09/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person is a managing director of Goldman, Sachs & Co. ("Goldman Sachs"). Goldman Sachs is a direct and indirect wholly-owned subsidiary of The Goldman Sachs Group, Inc. ("GS Group"). The Reporting Person disclaims beneficial ownership of the securities reported herein as indirectly owned except to the extent of his pecuniary interest therein, if any. Effective January 30, 2006, the Reporting Person resigned from the board of Strategic Hotel Capital, Inc. (the "Company").
- (2) The securities reported herein as indirectly purchased and sold were beneficially owned directly by Goldman Sachs. Without admitting any legal obligation, Goldman Sachs will remit appropriate profits, if any to the Company.
- (3) The securities reported herein as indirectly owned are beneficially owned directly by limited liability companies of which affiliates of Goldman Sachs and GS Group are the general partner, managing member, manager, member or investment manager. This total reflects

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the number of shares owned as of January 30, 2006 and reflects the effect of the transactions reported herein.

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