

STRATEGIC HOTELS & RESORTS, INC
 Form 4
 May 09, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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

(Check all applicable)

(Last) (First) (Middle)
 C/O GOLDMAN, SACHS & CO., 85 BROAD STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/03/2006

____ Director
 ____ Officer (give title below) Other (specify below)
 Former Director

NEW YORK, NY 10004

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)			
			Code	V	Amount	(A) or (D)	Price			
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 <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,900	D	\$ 22.54	1,238,195	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	200	D	\$ 22.64	1,237,995	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	2,800	D	\$ 22.55	1,235,195	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,600	D	\$ 22.52	1,233,595	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	700	D	\$ 22.62	1,232,895	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,800	D	\$ 22.53	1,231,095	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	400	D	\$ 22.63	1,230,695	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	100	D	\$ 22.5	1,230,595	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	1,500	D	\$ 22.61	1,229,095	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/03/2006	S	4,498	D	\$ 22.6	1,224,597	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	298	A	\$ 22.95	1,224,895	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	700	A	\$ 22.98	1,225,595	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	200	A	\$ 22.99	1,225,795	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock	05/05/2006	P	16,900	A	\$ 23	1,242,695	I	See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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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).

(1) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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