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# RED LION HOTELS CORP

Reported by

**BARBIERI DONALD K**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 07/03/12 for the Period Ending 07/03/12

| | |
|---|---|
| Address | 201 W NORTH RIVER DRIVE<br>SUITE 100<br>SPOKANE, WA 99201 |
| Telephone | 5094596100 |
| CIK | 0001052595 |
| Symbol | RLH |
| SIC Code | 7011 - Hotels and Motels |
| Industry | Hotels & Motels |
| Sector | Services |
| Fiscal Year | 12/31 |

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# FORM 4

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

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

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## 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(f) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person * | 2. Issuer Name **and** Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) |
|---|---|---|
| **BARBIERI DONALD K**<br>(Last) (First) (Middle) | **Red Lion Hotels CORP [ RLH ]** | __ **X** __ Director _____ 10% Owner<br>_____ Officer (give title below) _____ Other (specify below) |
| **201 W. NORTH RIVER DR., STE. 100**<br>(Street) | 3. Date of Earliest Transaction (MM/DD/YYYY)<br>**7/3/2012** | |
| **SPOKANE, WA 99201**<br>(City) (State) (Zip) | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | 6. Individual or Joint/Group Filing (Check Applicable Line)<br>_ **X** _ Form filed by One Reporting Person<br>___ Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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** | **7/3/2012** | | **A** | | **1934** (1) | **A** | (2) | **992812** | **D** | |
| **Common Stock** | | | | | | | | **666** | **I** | **Held in 401 (K) Account** |

**Table II - Derivative Securities Beneficially Owned ( *e.g.* , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

**( 1)** Represents third quarter 2012 director fees of $16,325.75 (after withholding for State B&O taxes), based on the closing price of our common stock on July 2, 2012 of $8.44.

**( 2)** Not applicable.

**Reporting Owners**

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| **BARBIERI DONALD K**<br>**201 W. NORTH RIVER DR.**<br>**STE. 100**<br>**SPOKANE, WA 99201** | **X** | | | |

**Signatures**

| | |
|---|---|
| **/s/ Julie Langenheim, Attorney-in-fact** | **7/3/2012** |
| ** Signature of Reporting Person | Date |

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

***** 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).

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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