FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL		
OMB Number:	3235-028	
Estimated average	burden	

0.5

hours per response:

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Last) (First) (Middle)  C/O RETAIL OPPORTUNITY INVESTMENTS CORP.  81 MAIN STREET, SUITE #503  4. If Amendment, Date of Original Filed (Month/Day/Year)  (Street)  WHITE PLAINS  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. Deemed (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. Shumber of Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. Shumber of Date (e.g., puts, calls, warrants, options, convertible securities)  1. Title of 2. Shumber of Date (e.g., puts, calls, warrants, options, convertible securities)  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date of Original Filed (Month/Day/Year)  5. Individual or Joint/Group Filing (Check Line)  X Form filed by One Reporting Perform filed by More than One Reporting Perform filed fil	Last) C/O RET CORP. B1 MAIN	0% Owner ther (specify elow)				
(Last) (First) (Middle)  C/O RETAIL OPPORTUNITY INVESTMENTS CORP.  81 MAIN STREET, SUITE #503  (Street) WHITE PLAINS NY 10601  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Or Exercise (Month/Day/Year)  Thie of Execution Date, If any (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Or Exercise (Month/Day/Year)  Thie of Exercise (Month/Day/Year)  Thie of Exercise (Month/Day/Year)  Table II - Derivative Securities (Month/Day/Year)  Thie of Exercise (M	C/O RETCORP. B1 MAIN	elow)				
3. Date of Earliest Transaction (Month/Day/Year)  (Street)  WHITE PLAINS  NY  10601  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Instr. if any (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or Disposed of (D) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Date (Execution Date, Tansaction Date (Month/Day/Year) Price of Date (Month/Day/Year) (Mo	CORP.  B1 MAIN  Street)	n				
(Street) WHITE PLAINS NY 10601  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  3.	Street)					
(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) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Securities Securities Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Securities Secur						
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 3)  3. Transaction Date (Disposed Of (D) (Instr. 3, 4 and 5 Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  3. Transaction Date (Disposed Of (D) (Instr. 3, 4 and 5 Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5 Securities Beneficially Owned Following Reported Transaction(S) (Instr. 3 and 4)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Oate (Month/Day/Year)  3. Transaction Date Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Securities Derivative Securities Disposed Of (D) (Instr. 3, 4 and Securities Disposed Of (		Person				
1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Instr. 3)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Securities Beneficially Owned Form: Direct (D) or Indirect (	City)					
Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Execution Date (Dorivative Securities)   Execution Date (Dorivative Securities)   Execution Date (Dorivative Securities)   Execution Date (Month/Day/Year)   Execution Date (Dorivative Securities)   Expiration Date (Month/Day/Year)   Execution Date (Dorivative Securities)   Expiration Date (Month/Day/Year)   Execution Date (Dorivative Securities)   Execution Date (Dorivative Securities)   Execution Date (Month/Day/Year)   Execution Date (Month/Day/Year)   Execution Date (Dorivative Securities)   Execution Date (Month/Day/Year)   Execution Date (Month/Day/Year)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
Common Stock, par value \$0.0001 per share      Code   V   Amount   (A) or (D)   Price   Transaction(s) (Instr. 3 and 4)	Date					
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Or Exercise  2. Onversion Or Exercise  3. Transaction Date Execution Date (Month/Day/Year)  3. Transaction Date Expiration Date (Month/Day/Year)  4. Transaction Or Exercise (Month/Day/Year)  4. Transaction Date Expiration Date (Month/Day/Year)  5. Number of Derivative Securities Securities Underlying (Instr. 5)  6. Date Exercisable and Expiration Date (Month/Day/Year)  7. Title and Amount of Securities Securities Securities Underlying (Instr. 5)  8. Price of Derivative Securities Securities Underlying		(Instr. 4)				
(e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion or Exercise (Instr. 3) Price of Price of Conversion or Exercise (Instr. 3) Price of Conversion (Instr. 3) Price of Conversion or Exercise (Instr. 3) Price of (Instr. 3	Common Stock, par value \$0.0001 per share 04					
Derivative Security (Instr. 3) Price of Conversion Date (Month/Day/Year) Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Execution Date, Code (Instr. Derivative Securities   Code (Instr. Securities Security Security Securities   Code (Instr. Securities Security Securities Security Securities Security Securities Security Securities Security Securities Direct (D)						
Derivative Security  Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Expiration  Derivative Security (Instr. 3 and 4)  Owned Following Reported Transaction(s) (Instr. 4)	Title of	Beneficial Ownership ect (Instr. 4)				

## Explanation of Responses:

1. The reporting person was granted 7,500 shares of restricted Common Stock that were issued pursuant to the Retail Opportunity Investments Corp. 2009 Equity Incentive Plan. The shares vest as follows: 2,500 shares on January 1, 2013; 2,500 shares on January 1, 2014; and 2,500 shares on January 1, 2015.

/s/ Richard A. Baker

04/03/2012

\*\* Signature of Reporting Person

Date

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

- $^{\star}$  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.

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 Number.