## 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number: 3235-0287									
Estimated average burden									
hours per response:	0.5								

	iue. See		File										84		nours	per response:	0.5	
1. Name and Address of Reporting Person*  Sneve Laurie A.  (Last) (First) (Middle)  C/O RETAIL OPPORTUNITY INVESTMENTS					or Section 30(h) of the Investment Company Act of 1940  2. Issuer Name and Ticker or Trading Symbol RETAIL OPPORTUNITY INVESTMENTS CORP [ ROIC ]  3. Date of Earliest Transaction (Month/Day/Year)									Check all ap Dire X Office belo	plicable) ctor eer (give title w)	10% o Other below	10% Owner Other (specify below)	
CORP. 8905 TOWNE CENTRE DRIVE, SUITE #108					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable					
				-									X Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tabl	e I - No	n-Deriv	vative	Sec	curitie	s Acc	quired,	Dis	posed o	f, or	Ben	eficia	ally Own	ed			
Date			ate E Nonth/Day/Year) if			2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Dispo					nd Secui Benet Owne	ities icially d Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
							Code	v	Amount	mount (A) or (D)		Price	Trans	action(s)		(1113111 4)		
Common Stock, par value \$0.0001 per share 01/01/					2017 F 7,344 <sup>(1)</sup> D		\$21	.13 58,787		D								
	Та													y Owned				
le of rative rity Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)			ode (Instr.   Derivative			Expiratio	n Dat	е	and 4)		ount	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
	d Address of Laurie A.  (Final Corporation of Carlotte Ca	d Address of Reporting Person* Laurie A.  (First) ( AIL OPPORTUNITY INV  WNE CENTRE DRIVE, SU  GGO CA ( State) (  Table  Gecurity (Instr. 3)  Stock, par value \$0.0001 per  Ta  2. Conversion or Exercise Price of Date (Month/Day/Year)  Price of Derivative (Month/Day/Year)	d Address of Reporting Person*  Laurie A.  (First) (Middle)  AIL OPPORTUNITY INVESTMENT  WNE CENTRE DRIVE, SUITE #10  GO CA 92122  (State) (Zip)  Table I - Note of Conversion or Exercise Price of Perivative  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	d Address of Reporting Person*  Laurie A.  (First) (Middle)  AIL OPPORTUNITY INVESTMENTS  WNE CENTRE DRIVE, SUITE #108  GO CA 92122  (State) (Zip)  Table I - Non-Derivation of Exercise Price of Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)	d Address of Reporting Person*  Laurie A.  (First) (Middle)  AIL OPPORTUNITY INVESTMENTS  WNE CENTRE DRIVE, SUITE #108  CGO CA 92122  (State) (Zip)  Table I - Non-Derivative (Month/Day/Year)  Fiecurity (Instr. 3)  2. Transaction Date (Month/Day/Year)  Table II - Derivative S (e.g., puts, compared by the content of Execution Date, (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A. If  Table II - Derivative S (e.g., puts, compared by the content of Execution Date, (Month/Day/Year) (Month/Day/Year)  A. If  Table II - Derivative S (e.g., puts, compared by the content of Execution Date, (Month/Day/Year) (Month/Day/Year)  A. If  Table II - Derivative S (e.g., puts, compared by the content of Execution Date, (Month/Day/Year) (Month/Day/Year)	d Address of Reporting Person*  Laurie A.  (First) (Middle)  AIL OPPORTUNITY INVESTMENTS  WNE CENTRE DRIVE, SUITE #108  CGO CA 92122  (State) (Zip)  Table I - Non-Derivative Secution Date (Month/Day/Year)  Fiecd of Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Secution Date, if any (Month/Day/Year)  [Conversion or Exercise Price of Derivative Code (Instr. 8)]	d Address of Reporting Person* Laurie A.  (First) (Middle)  AIL OPPORTUNITY INVESTMENTS  WNE CENTRE DRIVE, SUITE #108  CGO CA 92122  (State) (Zip)  Table I - Non-Derivative Securities (Month/Day/Year)  Fecurity (Instr. 3)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Table II - Derivative Securities (e.g., puts, calls, warr (Month/Day/Year)  A. 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(First) (Middle)  AIL OPPORTUNITY INVESTMENTS  (First) (Middle)  AIL OPPORTUNITY INVESTMENTS  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Code (Instr. 18)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe farm of Execurity (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (Month/Day/Year)  (Boy Code V Amount From Code (Instr. 18)  Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convertibe Securities Acquired (A) or Disposed of (Month/Day/Year)  (Conversion or Exercise Price of Derivative Securities Acquired (A) or Disposed of (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	Table I - Non-Derivative Securities Acquired, Disposed of, or Section Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Security (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Becurity (Month/Day/Year)  Tansaction Date (Month/Day/Year)  Tansaction Code (Instr. 3)  Tansaction Code (Instr. 3)  Tansaction Date (Month/Day/Year)  Tansaction Date (Month/Day/Year)	### Address of Reporting Person* ### Address of Reporting Of Person* ### Address of Reporting Perso	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940  Adddress of Reporting Person*	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940  Address of Reporting Person*  Autrie A.  (First) (Middle)  AIL OPPORTUNITY INVESTMENTS  (Middle)  AIL OPPORTUNITY INVESTMENTS  (Middle)  AIL OPPORTUNITY INVESTMENTS  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  A Deemed Securities Acquired (Instr. 3)  A Deemed Security Instr. 3  A Deemed Security Instr. 3  A	d Address of Reporting Person' autrie A.  2. Issuer Name and Ticker or Trading Symbol RETAIL OPPORTUNITY INVESTMENTS (First) (Middle) AIL OPPORTUNITY INVESTMENTS (First) (Middle) AIL OPPORTUNITY INVESTMENTS  WNE CENTRE DRIVE, SUITE #108  3. Date of Earliest Transaction (Month/Day/Year) U1/01/2017  4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned ecurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (O) (Instr. 3 and 4)  Stock, par value \$0.0001 per share  1. Table II - Derivative Securities Acquired, Disposed of Or Descrition Date, if any (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. Securities Acquired (A) or Disposed of Or Disposed Or Dispose	d Address of Reporting Person' aurie A.    Corp.   ROIC	

## **Explanation of Responses:**

1. Consists of shares of Common Stock withheld by the Issuer in order to satisfy the tax withholding obligation of the reporting person in connection with shares of restricted Common Stock that vested.

/s/ Laurie A. Sneve

01/04/2017

\*\* 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).

(A) (D)

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.