

BENNETT MONTGOMERY J

Form 4

August 22, 2011

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 *
BENNETT MONTGOMERY J

2. Issuer Name and Ticker or Trading Symbol
ASHFORD HOSPITALITY TRUST
INC [AHT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
14185 DALLAS
PARKWAY, SUITE 1100

3. Date of Earliest Transaction
(Month/Day/Year)
08/18/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

(Street)
DALLAS, TX 75254

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 06/15/2011 | | G | V 40,323 D \$ 0 | 58,963 ⁽¹⁾ | I | By MJB Operating, LP |
| Common Stock | 08/15/2011 | | G | V 58,963 D \$ 0 | 0 | I | By MJB Operating, LP |
| Common Stock | 08/18/2011 | | P | 13,041 A \$ 7.55 | 1,042,315 | I | By MJB Investments, LP ⁽²⁾ |
| Common | 08/18/2011 | | P | 1,700 A \$ | 1,044,015 | I | By MJB |

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| | | | | | | | | | |
|--------------|------------|--|---|-------|------|---------|-----------|---|----------------------------------|
| Stock | | | | | 7.47 | | | | Investments, LP |
| Common Stock | 08/19/2011 | | P | 4,707 | A | \$ 7.77 | 1,048,722 | I | By MJB Investments, LP |
| Common Stock | 08/19/2011 | | P | 4,527 | A | \$ 7.78 | 1,053,249 | I | By MJB Investments, LP |
| Common Stock | 08/19/2011 | | P | 3,207 | A | \$ 7.76 | 1,056,456 | I | By MJB Investments, LP |
| Common Stock | 08/19/2011 | | P | 1,660 | A | \$ 7.75 | 1,058,116 | I | By MJB Investments, LP |
| Common Stock | 08/19/2011 | | P | 640 | A | \$ 7.74 | 1,058,756 | I | By MJB Investments, LP |
| Common Stock | | | | | | | 358,317 | I | By Dartmore, LP ⁽³⁾ |
| Common Stock | | | | | | | 74,000 | I | By Reserve, LP IV ⁽⁴⁾ |

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V (A) (D) | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BENNETT MONTGOMERY J 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254 | X | | Chief Executive Officer | |

Signatures

/s/ MONTGOMERY J.
BENNETT

08/22/2011

**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) Reflects shares previously transferred to MJB Operating, LP by MJB Investments, LP.
- (2) Shares held or transferred by MJB Investments, LP include shares previously held directly by the Reporting Person and transferred by the Reporting Person to MJB Investments, LP.
- (3) Reflected in prior filings as Dartmore GP.
- (4) Reflects shares previously transferred to Reserve, LP IV by MJB Investments, LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.