

ASHFORD HOSPITALITY TRUST INC
 Form 4
 March 24, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 Monty 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)

3. Date of Earliest Transaction (Month/Day/Year)
 03/20/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO and Chairman of the Board

14185 DALLAS PARKWAY, SUITE 1100

(Street)

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

DALLAS, TX 75254

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Special Limited Partnership Units ⁽¹⁾	\$ 0	03/20/2015	A		478,969		⁽²⁾	⁽³⁾	Common Stock ⁽¹⁾	⁽¹⁾
Special Limited Partnership Units ⁽¹⁾	\$ 0						⁽¹⁾	⁽³⁾	Common Stock ⁽¹⁾	⁽¹⁾
Special Limited Partnership Units ⁽¹⁾	\$ 0						⁽¹⁾	⁽³⁾	Common Stock ⁽¹⁾	⁽¹⁾
Common Limited Partnership Units ⁽⁶⁾	\$ 0						⁽⁶⁾	⁽³⁾	Common Stock ⁽⁶⁾	⁽⁶⁾
Common Limited Partnership Units ⁽⁶⁾	\$ 0						⁽⁶⁾	⁽³⁾	Common Stock ⁽⁶⁾	⁽⁶⁾
Common Limited Partnership Units ⁽⁶⁾	\$ 0						⁽⁶⁾	⁽³⁾	Common Stock ⁽⁶⁾	⁽⁶⁾
Common Limited Partnership Units ⁽⁶⁾	\$ 0						⁽⁶⁾	⁽³⁾	Common Stock ⁽⁶⁾	⁽⁶⁾
Common Limited Partnership Units ⁽⁶⁾	\$ 0						⁽⁶⁾	⁽³⁾	Common Stock ⁽⁶⁾	⁽⁶⁾
Common Limited Partnership Units ⁽⁶⁾	\$ 0						⁽⁶⁾	⁽³⁾	Common Stock ⁽⁶⁾	⁽⁶⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett Monty J 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	X		CEO and Chairman of the Board	

Signatures

/s/ MONTY J. BENNETT	03/24/2015
**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).

Special long-term incentive partnership units ("LTIP Units") in Ashford Hospitality Limited Partnership, the Issuer's operating subsidiary ("Subsidiary"). Vested LTIP Units, upon achieving parity with the Common Limited Partnership Units of the Subsidiary ("Common Units"), are convertible into Common Units at the option of the Reporting Person. Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock based on a conversion ratio described in the partnership agreement of Subsidiary, which, on March 20, 2015, was 0.92472 shares of the Issuer's common stock for each Common Unit.

(1) The LTIP Units reported herein vest and are convertible in three substantially equal installments on the first three anniversaries of the date of grant.

(2) Neither the Common Units nor the LTIP Units have an expiration date.

(3) Per LTIP Unit purchase price.

Includes LTIP Units previously granted to, and reported by, the Reporting Person having different grant and vesting dates, some of which

(5) (i) may have achieved parity with the Common Units, (ii) have not yet achieved parity with the Common Units, (iii) are currently vested, or (iv) have not yet vested.

Common Units currently held by the Reporting Person, some of which may have been converted from LTIPs by the Reporting Person.

(6) Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock based on a conversion ratio described in the partnership agreement of Subsidiary, which, on March 20, 2015, was 0.92472 shares of the Issuer's common stock for each Common Unit.

(7) Common Units held directly by Ashford Financial Corporation, reflecting only the Reporting Person's pecuniary interest in the Common Units held by such entity. The Reporting Person hereby disclaims interest in all other securities of the Issuer held directly by such entity.

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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