Willis Peter Form 4 January 30, 2018

FORM 4

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

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)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person *

Willis Peter

(Middle) (Last) (First)

222 LAKEVIEW AVENUE, SUITE

200

(Street)

(Month/Day/Year)

2. Issuer Name and Ticker or Trading

Symbol

Chatham Lodging Trust [CLDT]

3. Date of Earliest Transaction

(Month/Day/Year)

01/29/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

WEST PALM BEACH, FL 33401

(State) (Zip) 2. Transaction Date 2A. Deemed Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pric **Underlying Securities** Deriva (Instr. 3 and 4)

1

Securi

OMB APPROVAL

OMB 3235-0287 Number: January 31,

2005 Estimated average burden hours per

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP & Chief Investment Officer

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

Issuer

below)

Person

5. Amount of

Securities

Owned

Beneficially

Director

Applicable Line)

X_ Officer (give title

response...

0.5

10% Owner

Other (specify

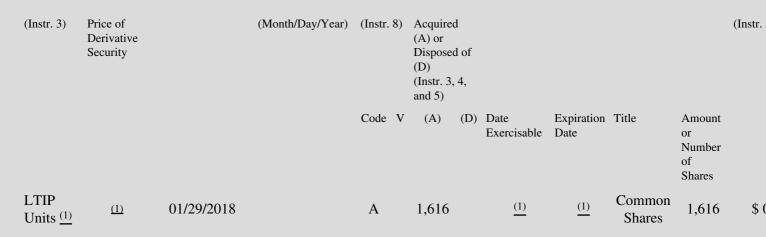
7. Nature of

Ownership

(Instr. 4)

Indirect

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Willis Peter 222 LAKEVIEW AVENUE SUITE 200 WEST PALM BEACH, FL 33401

EVP & Chief Investment Officer

Signatures

/s/ Dennis M. Craven, as Attorney in Fact

01/30/2018

Date

**Signature of Reporting Person

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).

The Company met the performance criteria under the January 28, 2016 LTIP Performance Award. This LTIP issuance represents the vesting of the second tranche of the award and represents restricted units of limited partnership interest ("LTIP Units") in Chatham Lodging, L.P. (the "Operating Partnership"), of which the Issuer is the general partner. Vested LTIP Units, upon achieving parity with the

(1) Operating Partnership units pursuant to the terms of the Operating Partnership's limited partnership agreement, may be exchanged at any time at the election of the holder for Operating Partnership units on a one-for-one basis or, at the Issuer's option, an equivalent amount of cash. Issuing LTIP Units subject to the LTIP Performance Award on the next anniversary of the date of grant is subject to meeting the performance criteria as well as continued employment with the Issuer.

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.

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