## Edgar Filing: ASHFORD HOSPITALITY TRUST INC - Form 4/A

#### ASHFORD HOSPITALITY TRUST INC

Form 4/A June 20, 2008

## 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 **SECURITIES** 

1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

**BROOKS DAVID A** 

(Last) (First) (Middle)

**14185 DALLAS** PARKWAY, SUITE 1100

(Street)

(State)

DALLAS, TX 75254

(City)

2. Issuer Name and Ticker or Trading

Symbol

ASHFORD HOSPITALITY TRUST INC [AHT]

3. Date of Earliest Transaction

(Month/Day/Year) 03/21/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

03/25/2008

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

or Code V Amount (D) Price

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

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 3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of **Underlying Securities** 

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Legal Officer and Sec.

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

6. Ownership

Form: Direct

(Instr. 4)

\_X\_ Form filed by One Reporting Person

10% Owner Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Person

5. Amount of

Securities

Following Reported

Transaction(s)

(Instr. 3 and 4)

Owned

Beneficially

Director

Applicable Line)

X\_ Officer (give title

Estimated average

burden hours per

1

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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)				(Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Special Limited Partnership Units (1)	\$ 0	03/21/2008		A		140,500		(2)	(3)	Common Stock (1)	140,500

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BROOKS DAVID A 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254

Chief Legal Officer and Sec.

# **Signatures**

/s/ DAVID A. 06/18/2008 BROOKS

\*\*Signature of Reporting Date
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).

Special long-term incentive partnership units ("LTIP Units") in Ashford Hospitality Limited Partnership, the Issuer's operating

- subsidiary. Vested LTIP Units, upon achieving parity with the Common Limited Partnership Units, are convertible into Common (1) Limited Partnership Units at the option of the Reporting Person. Common Limited Partnership Units are convertible into cash or, at the option of the Issuer, into shares of the Issuer's common stock on a 1-for-1 basis. The LTIP Units were issued under the Issuer's Amended and Restated 2003 Stock Incentive Plan.
- (2) The LTIP Units vest and are convertible as follows: September 1, 2008 (10%), September 1, 2009 (15%), September 1, 2010 (15%), September 1, 2011 (15%), September 1, 2012 (45%).
- (3) The LTIP Units have no expiration date.
- (4) Per LTIP Unit purchase price.

### **Remarks:**

### THIS AMENDMENT IS BEING MADE TO PROPERLY REFLECT THE VESTING PERIOD OF THE SECURITIES REP

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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