

ASHFORD HOSPITALITY TRUST INC
 Form 4
 April 18, 2011

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 *
 SECURITY CAPITAL
 PREFERRED GROWTH INC

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)
 CHASE TOWER, 10 S.
 DEARBORN ST., SUITE 1400
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/16/2010

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

CHICAGO, IL 60603

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/16/2010 | | C | | 100,000 (2) \$ 10.07 | A | 100,000 D |
| Common Stock | 11/04/2010 | | S | | 53,200 \$ 10.68 | D | 46,800 D |
| Common Stock | 11/05/2010 | | S | | 46,800 \$ 10.64 | D | 0 D |
| Common Stock | 11/05/2010 | | C | | 100,000 (2) \$ 10.07 | A | 100,000 D |
| Common Stock | 11/08/2010 | | S | | 16,767 \$ 10.3 | D | 83,233 D |

Edgar Filing: ASHFORD HOSPITALITY TRUST INC - Form 4

| | | | | | | | |
|--------------|------------|---|---------|---|----------|--------|---|
| Common Stock | 12/02/2010 | S | 33,260 | D | \$ 10.13 | 49,973 | D |
| Common Stock | 12/03/2010 | S | 49,973 | D | \$ 10.13 | 0 | D |
| Common Stock | 12/08/2010 | S | 49,000 | D | \$ 10.22 | 0 | D |
| Common Stock | 12/09/2010 | S | 3,500 | D | \$ 10.18 | 0 | D |
| Common Stock | 12/10/2010 | S | 28,500 | D | \$ 10.25 | 0 | D |
| Common Stock | 12/13/2010 | S | 44,100 | D | \$ 10.21 | 0 | D |
| Common Stock | 12/14/2010 | P | 125,100 | A | \$ 9.51 | 0 | D |
| Common Stock | 02/02/2011 | S | 3,100 | D | \$ 10.23 | 0 | D |
| Common Stock | 02/03/2011 | S | 54,000 | D | \$ 10.26 | 0 | D |
| Common Stock | 02/04/2011 | S | 136,000 | D | \$ 10.28 | 0 | D |
| Common Stock | 02/07/2011 | S | 175,000 | D | \$ 10.49 | 0 | D |
| Common Stock | 02/08/2011 | S | 131,900 | D | \$ 10.4 | 0 | D |
| Common Stock | 02/09/2011 | S | 7,400 | D | \$ 10.49 | 0 | D |
| Common Stock | 02/10/2011 | S | 2,500 | D | \$ 10.49 | 0 | D |
| Common Stock | 02/11/2011 | S | 426,100 | D | \$ 10.47 | 0 | D |
| Common Stock | 02/14/2011 | S | 64,000 | D | \$ 10.48 | 0 | D |
| Common Stock | 02/15/2011 | S | 70,000 | D | \$ 10.37 | 0 | D |
| Common Stock | 02/16/2011 | S | 169,500 | D | \$ 10.35 | 0 | D |
| Common Stock | 02/17/2011 | S | 105,000 | D | \$ 10.37 | 0 | D |
| Common Stock | 02/18/2011 | S | 25,400 | D | \$ 10.37 | 0 | D |
| | 02/25/2011 | S | 175,000 | D | | 0 | D |

Edgar Filing: ASHFORD HOSPITALITY TRUST INC - Form 4

| | | | | | | | |
|--------------|------------|---|--------|---|----------|----------|---|
| Common Stock | | | | | | \$ 10.91 | |
| Common Stock | 02/28/2011 | S | 14,800 | D | \$ 11 | 0 | D |
| Common Stock | 03/07/2011 | P | 36,500 | A | \$ 9.82 | 0 | D |
| Common Stock | 03/08/2011 | P | 600 | A | \$ 9.78 | 0 | D |
| Common Stock | 03/22/2011 | S | 68,000 | D | \$ 10.82 | 0 | D |

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.

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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series B-1 Cumulative Convertible Redeemable Preferred Stock | \$ 10.07 | 10/16/2010 | | C | 100,000 | (1) (1) | Common Stock 100,000 |
| Series B-1 Cumulative Convertible Redeemable Preferred Stock | \$ 10.07 | 11/05/2010 | | C | 100,000 | (1) (1) | Common Stock 100,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

