

BENNETT MONTGOMERY J

Form 4

August 22, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)

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

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

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 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	(A) or (D)	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 <sup>(3)</sup>
Common Stock							74,000	I	By Reserve, LP IV <sup>(4)</sup>

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.