

BENNETT ARCHIE JR  
Form 4/A  
March 26, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 ARCHIE JR

2. Issuer Name and Ticker or Trading Symbol  
ASHFORD HOSPITALITY TRUST  
INC [AHT]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

(Last) (First) (Middle)  
  
14185 DALLAS  
PARKWAY, SUITE 1100  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/21/2008

DALLAS, TX 75254  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/25/2008

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)  | 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 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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction Number | 5. Expiration Date | 6. Date Exercisable and | 7. Title and Amount of Underlying Securities | 8. F |
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|-----------------------|--------------------|-------------------------|--|------|

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| Security (Instr. 3)              | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | of Derivative 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 |
| Common Limited Partnership Units | \$ 0                                     |                      |                 |   |                  |                  | (1)              | (1)             | Common Stock | 2,756,028                  |
| Common Limited Partnership Units | \$ 0                                     |                      |                 |   |                  |                  | (3)              | (3)             | Common Stock | 512,500                    |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| BENNETT ARCHIE JR<br>14185 DALLAS PARKWAY<br>SUITE 1100<br>DALLAS, TX 75254 | X             |           | Chairman of the Board |       |

## Signatures

/s/ ARCHIE BENNETT, JR. 03/26/2008

\*\*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) As previously reported, these units are currently convertible into cash or, at the option of the Issuer, into shares of the Issuer's common stock on a 1-for-1 basis. These units have no expiration date.
- (2) Held directly by 5820 General Partnership, a general partnership in which the Reporting Person has a pecuniary or controlling interest. Held directly by Ashford Financial Corp. The number of units reported reflect the Reporting Person's pecuniary interest in such entity.
- (3) The Reporting Person hereby disclaims interest in all other securities of the Issuer held directly by Ashford Financial Corp. As previously reported, these units are currently convertible into cash or, at the option of the Issuer, into shares of the Issuer's common stock on a 1-for-1 basis. These units have no expiration date.

### Remarks:

This amendment is filed to accurately reflect the total number of Common Limited Partnership Units held by the Reporting Person.

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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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