

ASHFORD HOSPITALITY TRUST INC

Form 4

May 03, 2011

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

SECURITY CAPITAL  
PREFERRED GROWTH INC

(Last) (First) (Middle)

CHASE TOWER, 10 S.  
DEARBORN ST., SUITE 1400

(Street)

CHICAGO, IL 60603

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol  
ASHFORD HOSPITALITY TRUST  
INC [AHT]

3. Date of Earliest Transaction

(Month/Day/Year)

05/02/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

Previously was 10% owner

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 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)
Common Stock	05/02/2011		C	(A) or (D) A	Amount 1,392,872 (1) Price \$ 12.4656	1,392,872	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  
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number.**

SEC 1474  
(9-02)

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

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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 Number Shares
Series B-1 Cumulative Convertible Redeemable Preferred Stock	\$ 12.4656	05/02/2011		S		5,854,993		<u>(2)</u>	<u>(2)</u>	Common Stock	5,854
Series B-1 Cumulative Convertible Redeemable Preferred Stock	\$ 12.4656	05/02/2011		C		1,392,872		<u>(2)</u>	<u>(2)</u>	Common Stock	1,392

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SECURITY CAPITAL PREFERRED GROWTH INC CHASE TOWER 10 S. DEARBORN ST., SUITE 1400 CHICAGO, IL 60603	Previously was 10% owner

## Signatures

Genine M.  
Dawczak 05/03/2011

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) Common stock shares were received upon conversion of Series B-1 convertible preferred stock.
- (2) Securities are convertible on a one-for-one basis into shares of common stock of the issuer. There is no expiration date.

### Remarks:

Certain transactions of AHT common stock by the reporting person reported herein were matchable under Section 16(b) of the Securities Exchange Act of 1934. 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.