## BENNETT ARCHIE JR

Form 4/A March 26, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

BENNETT ARCHIE JR

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

ASHFORD HOSPITALITY TRUST

INC [AHT]

3. Date of Earliest Transaction

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

\_X\_\_ Director 10% Owner Other (specify

(Check all applicable)

X\_ Officer (give title below) Chairman of the Board

**14185 DALLAS** PARKWAY, SUITE 1100

> (Street) 4. If Amendment, Date Original

(Middle)

(Month/Day/Year) Execution Date, if

Filed(Month/Day/Year)

03/25/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75254

(City)

1. Title of

Security

(Instr. 3)

(State) (Zip) 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

(A)

or

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 3. Transaction Date 3A. Deemed 5. 6. Date Exercisable and 7. Title and Amount of Derivative (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date Underlying Securities** Conversion

8. I

De

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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)			4)	Se (I	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Common Limited Partnership Units	\$ 0				<u>(1)</u>	<u>(1)</u>	Common Stock	2,756,028	
Commmon Limited Partnership Units	\$ 0				<u>(3)</u>	(3)	Common Stock	512,500	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Transfer of the same	Director	10% Owner	Officer	Other		
BENNETT ARCHIE JR 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	X		Chairman of the Board			

# **Signatures**

/s/ ARCHIE
BENNETT, JR.

\*\*Signature of Reporting 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. 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 Pe

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