

Shah Neil H  
 Form 5  
 January 15, 2013

**FORM 5**

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

OMB APPROVAL

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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).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
 Shah Neil H

2. Issuer Name and Ticker or Trading Symbol  
 HERSHA HOSPITALITY TRUST [HT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President and COO

510 WALNUT STREET, 9TH FLOOR

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

PHILADELPHIA, PA 19106

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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Shares                   | 12/27/2012                           | 12/27/2012   | G4                             | 300,000 D   | \$ 0 908,653   | D  | ^  |
| Common Shares                   | ^                                    | ^  | ^                              | ^   | ^  | I  | By Neil and Juhi Shah 2008 Family Trust    |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |         | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                         |       |
|--|--|--------------------------------------|--|--------------------------------|--|---------|--|-----------------|---|-------------------------|-------|
|  |  |                                      |  |                                | (A)  | (D)     | Date Exercisable   | Expiration Date | Title   | Amount Number of Shares |       |
| Partnership Units                          | Â  | 12/31/2012                           | Â  | G4                             | Â  | 124,541 | Â  | Â (1)           | Â (1)   | Common Shares           | 124,5 |
| Partnership Units                          | Â  | 12/31/2012                           | 12/31/2012   | G4                             | Â  | 55,256  | Â  | Â (1)           | Â (1)   | Common Shares           | 55,25 |
| Partnership Units                          | Â  | Â                                    | Â  | Â                              | Â  | Â       | Â  | Â (1)           | Â (1)   | Common Shares           | 179,7 |
| Partnership Units                          | Â  | Â                                    | Â  | Â                              | Â  | Â       | Â  | Â (1)           | Â (1)   | Common Shares           | 576,5 |
| Partnership Units                          | Â  | Â                                    | Â  | Â                              | Â  | Â       | Â  | Â (1)           | Â (1)   | Common Shares           | 832,2 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |                     |       |
|--------------------------------|---------------|-----------|---------------------|-------|
|                                | Director      | 10% Owner | Officer             | Other |
| Shah Neil H                    | Â             | Â         | Â President and COO | Â     |

510 WALNUT STREET  
9TH FLOOR  
PHILADELPHIA, PA 19106

## Signatures

/s/ Ashish R. Parikh as attorney-in-fact for Neil H.  
Shah

01/15/2013

\_\_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) In general, Partnership Units issued by Hersha Hospitality Limited Partnership (the "Operating Partnership") may be redeemed, beginning one year after their issuance (unless otherwise agreed to by Hersha Hospitality Trust (the "Trust")), for cash equal to the market value of an equivalent number of the Trust's common shares or, at the option of the Trust, the Trust may acquire Partnership Units tendered for redemption by issuing one common share for each Partnership Unit tendered for redemption. Partnership Units have no expiration date.

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