

ASHFORD HOSPITALITY TRUST INC
 Form 4/A
 April 11, 2016

FORM 4

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).

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 Monty 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)
 14185 DALLAS PARKWAY, SUITE 1100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/31/2016

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

DALLAS, TX 75254

4. If Amendment, Date Original Filed(Month/Day/Year)
 04/04/2016

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 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.

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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	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	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	Am Num Shar
Performance LTIP Units ⁽¹⁾	\$ 0 ⁽¹⁾	03/31/2016	A		461,540 ⁽²⁾		03/31/2019	03/31/2026	Common Stock ⁽²⁾	46 ⁽²⁾
Special Limited Partnership Units ⁽⁴⁾	\$ 0 ⁽⁴⁾	03/31/2016	A		230,772		⁽⁵⁾	⁽⁶⁾	Common Stock ⁽⁴⁾	
Common Limited Partnership Units ⁽⁹⁾	\$ 0 ⁽⁹⁾						⁽⁹⁾	⁽⁶⁾	Common Stock ⁽⁹⁾	
Common Limited Partnership Units ⁽⁹⁾	\$ 0 ⁽⁹⁾						⁽⁹⁾	⁽⁶⁾	Common Stock ⁽⁹⁾	
Common Limited Partnership Units ⁽⁹⁾	\$ 0 ⁽⁹⁾						⁽⁹⁾	⁽⁶⁾	Common Stock ⁽⁹⁾	
Common Limited Partnership Units ⁽⁹⁾	\$ 0 ⁽⁹⁾						⁽⁹⁾	⁽⁶⁾	Common Stock ⁽⁹⁾	
Common Limited Partnership Units ⁽⁹⁾	\$ 0 ⁽⁹⁾						⁽⁹⁾	⁽⁶⁾	Common Stock ⁽⁹⁾	
Common Limited Partnership Units ⁽⁹⁾	\$ 0 ⁽⁹⁾						⁽⁹⁾	⁽⁶⁾	Common Stock ⁽⁹⁾	
Common Limited Partnership Units ⁽⁹⁾	\$ 0 ⁽⁹⁾						⁽⁹⁾	⁽⁶⁾	Common Stock ⁽⁹⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett Monty J 14185 DALLAS PARKWAY	X		Chief Executive Officer	

SUITE 1100
DALLAS, TX 75254

Signatures

/s/ MONTY J.
BENNETT

04/08/2016

**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) Each performance LTIP unit ("Performance LTIP Unit") award represents an LTIP Unit (as defined below) subject to performance-based vesting criteria.

Represents LTIP Units issued pursuant to an award of Performance LTIP Units, which is 200% of the target number of 230,770. The actual number of Performance LTIP Units that may vest ranges from 0%-200% of the target number based on achievement of a specified relative total stockholder return ("TSR"), determined by Compensation Committee of the Issuer. Assuming continued service and achievement of the specified TSR, the Performance LTIP Units will vest on 3/31/2019. Vested LTIP Units, upon achieving parity with the Common Ltd. Partnership Units of the Subsidiary ("Common Units"), are convertible into Common Units at the option of the Reporting Person. Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock based on a conversion ratio described in the partnership agreement of Subsidiary, which, on 3/31/2016, was 0.9543908329 shares of common stock for each Common Unit.
- (2) The Reporting Person received the Performance LTIP Unit award under the Issuer's 2011 Stock Incentive Plan.

Special long-term incentive partnership units ("LTIP Units") in Ashford Hospitality Limited Partnership, the Issuer's operating subsidiary ("Subsidiary"). Vested LTIP Units, upon achieving parity with the Common Units, are convertible into Common Units at the option of the Reporting Person. Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock based on a conversion ratio described in the partnership agreement of Subsidiary, which, on March 31, 2016, was 0.9543908329 shares of the Issuer's common stock for each Common Unit.
- (3) These LTIPs Units vest and are convertible in three (3) substantially equal installments on the first three (3) anniversaries of the date of grant.
- (4) Neither the Common Units nor the LTIP Units have an expiration date.
- (5) Per LTIP Unit purchase price.

Includes LTIP Units previously granted to, and reported by, the Reporting Person having different grant and vesting dates, some of which (i) may have achieved parity with the Common Units, (ii) have not yet achieved parity with the Common Units, (iii) are currently vested, or (iv) have not yet vested. Such LTIP Units have been combined herein for reporting purposes.
- (6) Common Units currently held by the Reporting Person, some of which may have been converted from LTIPs by the Reporting Person. Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock based on a conversion ratio described in the partnership agreement of Subsidiary, which, on March 31, 2016, was 0.9543908329 shares of the Issuer's common stock for each Common Unit.
- (7) Common Units held directly by Ashford Financial Corporation, reflecting only the Reporting Person's pecuniary interest in the Common Units held by such entity. The Reporting Person hereby disclaims interest in all other securities of the Issuer held directly by such entity.

Remarks:

This Amendment to Form 4 is being filed solely to reflect the maximum number of Performance LTIP Units issued to the Rep

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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