

STRATEGIC HOTEL CAPITAL INC

Form 4

January 24, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRUDENTIAL FINANCIAL INC

2. Issuer Name **and** Ticker or Trading
Symbol

STRATEGIC HOTEL CAPITAL
INC [SLH]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

751 BROAD ST

(Street)

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

01/20/2006

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

NEWARK, NJ 07102

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/20/2006		C	V Amount (A) or (D) Price 244,878 A \$ 0 (1)	5,553,493	I	Note (2)

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
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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)**

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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)	8. Amount or Number of Shares
Units (right to acquire)	(3)	01/20/2006		C	244,878	(4) (4)	Common Stock	244,878

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRUDENTIAL FINANCIAL INC 751 BROAD ST NEWARK, NJ 07102	X	X		

Signatures

Robert Falzon 01/23/2006
 **Signature of Date
 Reporting Person

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) The common stock of Strategic Hotel Capital, Inc. ("SHC") was acquired in exchange for an equal number of units. *See* Notes 3 and 4. Securities are held indirectly through The Prudential Insurance Company of America, Prudential Investment Management, Inc., PIC
- (2) Realty Corporation, Prudential Assets, LLC, Strategic Value Investors, LLC, SVI(SHC/Houston) Redemption Vehicle, LLC, and (SHC/Olayan) Redemption Vehicle, LLC (collectively, the "Prudential holders").
- (3) Holders of units are entitled to present them for redemption for a cash amount equal to the then-fair market value of an equal number of shares of SHC common stock or, in SHC's sole discretion, an equal number of shares of SHC common stock.
- (4) Units are immediately eligible to be presented for redemption on a one-for-one basis and have no expiration date. Securities are held indirectly through the Prudential holders, all of which are members of Strategic Hotel Capital, LLC ("SHC LLC"). SHC LLC, directly and indirectly through Strategic Hotel Capital Limited Partnership, an affiliate of SHC LLC, holds the securities
- (5) shown for the Prudential holders and others. The reporting person disclaims beneficial ownership except to the extent of its pecuniary interest in those units, and this report shall not be deemed an admission that the reporting person is the beneficial owner for purposes of Section 16 or for any other purpose.

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.