

HERSHA HOSPITALITY TRUST  
Form 4  
February 05, 2007

**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 \*  
PATEL KANTI D

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

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

510 WALNUT STREET, 9TH FLOOR

02/01/2007

(Street)

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

PHILADELPHIA, PA 19106

(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) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | Code  | V  | Amount                            | (D) | Price |

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 displays a currently valid OMB control number.**

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 Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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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                                | Amount or Number of Shares |
| Partnership Units   | (1)                                      | 02/01/2007           | J(2)            |   | 1,802            |                  | 02/01/2007       | (3)             | Common Shares of Beneficial Interest | 1,802                      |
| Partnership Units   | (1)                                      | 02/01/2007           | J(4)            |   | 83,372           |                  | 02/01/2007       | (3)             | Common Shares of Beneficial Interest | 83,372                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| PATEL KANTI D<br>510 WALNUT STREET<br>9TH FLOOR<br>PHILADELPHIA, PA 19106 |               | X         |         |       |

## Signatures

Ashish R. Parikh as attorney-in-fact for Kanti D. Patel  
 Date: 02/05/2007

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) Partnership Units in Hersha Hospitality Limited Partnership are redeemable for Common Shares of Beneficial Interest in Hersha Hospitality Trust on a one for one basis.  
 The Partnership Units were acquired by Mr. Patel as consideration for the sale of Mr. Patel's membership interests in BCM, LLC, the owner of fifty percent of the land and improvements of the Hampton Inn, New York, New York (the "Hampton Inn") and HPS Seaport, LLC, the owner of fifty percent of the land and improvements of the Hampton Inn, to Hersha Hospitality Limited Partnership.
- (2) None.
- (3) None.  
 The Partnership Units were acquired by Mr. Patel as consideration for the sale of Mr. Patel's membership interests in H. Metro Delaware LLC, the owner of a 50% interest in a joint venture that operates the Holiday Inn Express Manhattan Madison Square (HIEXP) and an option to purchase 50% of the land and improvements of HIEXP, to Hersha Hospitality Limited Partnership.

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.