

SHAH HASU P
Form 4
March 25, 2013

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 *
SHAH HASU P

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)
510 WALNUT STREET, 9TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/20/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

PHILADELPHIA, PA 19106

(City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Shares of Beneficial Interest					69,130	I	By family partnership Shree Associates
Class A Common Shares of Beneficial Interest	03/20/2013	03/20/2013	A		88,174 ⁽¹⁾	A	\$ 0
					472,492 ⁽²⁾	D	
	03/20/2013	03/20/2013	A		\$ 0	A	871,428 ⁽²⁾
						D	

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Class A
Common
Shares of
Beneficial
Interest

398,936
(3)

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) (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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAH HASU P 510 WALNUT STREET 9TH FLOOR PHILADELPHIA, PA 19106	X		Chairman of the Board	

Signatures

/s/ Ashish R. Parikh, as
attorney-in-fact

03/25/2013

**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)

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Reflects restricted common shares granted under the 2012 Hersha Hospitality Trust Equity Incentive Plan in settlement of awards made to the Reporting Person under the 2012 annual long-term incentive program.

- (2) Total includes 585 shares acquired through the reinvestment of dividends.
- (3) Reflects restricted common shares granted under the 2012 Hersha Hospitality Trust Equity Incentive Plan in settlement of awards made to the Reporting Person under the 2009 multi-year long-term incentive program.

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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