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Form 4											
March 25, 2008	4 UNITE	Washington, D.C. 20549								PPROVAL 3235-0287	
if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	STATE Filed p _{e.} Section 1	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						burden hou response	Estimated average burden hours per response 0.5		
(Print or Type Resp	ponses)										
A			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) 14185 DALLA PARKWAY, S		(Middle)	3. Date of (Month/Da 03/21/20	-	ansaction			Director X Officer (give below) Chief Le		6 Owner er (specify Sec.	
	Filed(Month/Day/Year) Applica _X_For				Applicable Line) _X_ Form filed by (or Joint/Group Filing(Check e) I by One Reporting Person by More than One Reporting					
DALLAS, TX								Person		porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned	
	. Transaction I Month/Day/Ye	ar) Execution any	emed on Date, if 'Day/Year)	Code (Instr. 8)	Disposed	(A) of of (D) 4 and 2 (A) or)	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 Beneficial Ownership (Instr. 4)	
Common Stock								230,834	D		

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

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 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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date U		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Special Limited Partnership Units <u>(1)</u>	\$ 0	03/21/2008		А	140,500	(2)	<u>(3)</u>	Common Stock (1)	140,500
Common Limited Partnership Units	\$ 0					(5)	(5)	Common Stock	220,647

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BROOKS DAVID A 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254			Chief Legal Officer and Sec.				
Signatures							
/s/ DAVID A.)3/25/200	8					

**Signature of Reporting Person

BROOKS

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).

Special long-term incentive partnership units ("LTIP Units") in Ashford Hospitality Limited Partnership, the Issuer's operating subsidiary. Vested LTIP Units, upon achieving parity with the Common Limited Partnership Units, are convertible into Common Limited

- (1) Partnership Units at the option of the Reporting Person. Common Limited Partnership Units are convertible into cash or, at the option of the Issuer, into shares of the Issuer's common stock on a 1-for-1 basis. The LTIP Units were issued under the Issuer's Amended and Restated 2003 Stock Incentive Plan.
- (2) The LTIP Units vest as follows: March 21, 2009 (10%), March 21, 2010 (15%), March 21, 2011 (15%), March 21, 2012 (15%) and March 21, 2013 (45%).
- (3) The LTIP Units have no expiration date.
- (4) Per LTIP Unit purchase price.
- (5) All such units are currently convertible into cash or, at the option of the Issuer, shares of the Issuer's common stock on a 1-for-1 basis. The units have no expiration date.

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(6) Held by various limited partnerships in which the Reporting Person holds an interest.

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.