

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
May 24, 2010

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (date of earliest event reported): May 18, 2010**  
**ASHFORD HOSPITALITY TRUST, INC.**  
(Exact name of registrant as specified in its charter)

MARYLAND  
(State of Incorporation)

001-31775  
(Commission File Number)

86-1062192  
(I.R.S. Employer  
Identification  
Number)

14185 Dallas Parkway, Suite 1100  
Dallas, Texas  
(Address of principal executive offices)

75254  
(Zip code)

Registrant's telephone number, including area code: (972) 490-9600

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

**ITEM 8.01 OTHER EVENTS**

On May 18, 2010, the Board of Directors (the Board) of Ashford Hospitality Trust, Inc. (the Company), reviewed and approved changes to its director compensation policy to be effective upon the election of the Board at the annual shareholder's meeting held on May 18, 2010. The following table describes the annual retainer for the Chairman of the Board and all other non-employee directors for board service in 2010:

<b>Position on the Board</b>	<b>Annual Retainer Paid for Board Service in 2009</b>	<b>Annual Retainer to be Paid for Board Service in 2010</b>
		\$400,000, plus discretionary bonus of no more than 100% of retainer
Chairman of Board	\$ 300,000	
All Non-Employee Directors	\$ 35,000	\$55,000

The following table describes the additional retainer payable to directors serving in the capacities noted below:

<b>Position on the Board</b>	<b>Additional Retainer Paid for Board Service in 2009</b>	<b>Additional Retainer to be Paid for Board Service in 2010</b>
Chairman of the Audit Committee	\$ 25,000	\$ 25,000
Chairman of the Compensation Committee	\$ 15,000	\$ 15,000
Chairman of the Nominating/Corporate Governance Committee	\$ 0	\$ 10,000
Non-Chairman Member of the Audit Committee	\$ 0	\$ 5,000

The Board appointed Marty Edelman as Lead Director. The meeting fees payable to each director for attendance at Board and committee meetings were not changed. In addition, each non-employee director will receive an annual grant of 5,500 immediately vested shares of the Company's common stock upon re-election to the Board, commencing with the re-election of each director at the annual shareholder meeting on May 18, 2010 (increased from 3,200 shares in prior years).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 24, 2010

ASHFORD HOSPITALITY TRUST, INC.

By: /s/ DAVID A. BROOKS

David A. Brooks

Chief Operating Officer and General

Counsel