

ASHFORD HOSPITALITY TRUST INC
 Form 3
 June 16, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Eubanks Deric S | | (Month/Day/Year) | ASHFORD HOSPITALITY TRUST INC [AHT] | |
| (Last) | (First) | (Middle) | 06/13/2014 | |
| 14185 DALLAS PARKWAY,Â SUITE 1100 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| DALLAS,Â TXÂ 75254 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | Chief Financial Officer | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 54,113 | D | Â |
| Common Stock | 2,215 | I | Through Spouse's IRA |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|--|---------------------------|------------------|-----------------------------|----------------------------|---------------------|---|
| Common Limited Partnership Units ⁽¹⁾ | Â ⁽¹⁾ | Â ⁽²⁾ | Common Stock ⁽¹⁾ | 19,396 ⁽¹⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | Â ⁽³⁾⁽⁴⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 56,855 ⁽³⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | 02/27/2015 ⁽⁶⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 10,578 ⁽³⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | 03/04/2015 ⁽⁶⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 10,000 ⁽³⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | 03/29/2015 ⁽⁶⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 5,000 ⁽³⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | 03/31/2015 ⁽⁶⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 18,749 ⁽³⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | 02/27/2016 ⁽⁶⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 10,578 ⁽³⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | 03/04/2016 ⁽⁶⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 10,000 ⁽³⁾ | \$ 0 | D Â |
| Special Limited Partnership Units ⁽³⁾ | 02/27/2017 ⁽⁶⁾ | Â ⁽⁵⁾ | Common Stock ⁽³⁾ | 10,578 ⁽³⁾ | \$ 0 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Eubanks Deric S 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254 | Â | Â | Â Chief Financial Officer | Â |

Signatures

/s/ DERIC S. EUBANKS 06/13/2014

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

Common limited partnership units ("Common Units") in Ashford Hospitality Limited Partnership, the Issuer's operating subsidiary (1) ("Subsidiary"). Common Units are redeemable for cash or, at the option of the Issuer, shares of the Issuer's common stock on a 1-for-1 basis.

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(2) The Common Units have no expiration date.

Special long-term incentive partnership units ("LTIP Units") in Subsidiary. Vested LTIP Units, upon achieving parity with the Common

(3) Units, are convertible into Common Units at the option of the Reporting Person. Common Units are redeemable for cash or, at the option of the Issuer, shares of the Issuer's common stock on a 1-for-1 basis.

(4) Currently vested.

(5) The LTIP Units have no expiration date.

(6) Date of vesting.

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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