

HERSHA HOSPITALITY TRUST
Form 5
February 13, 2015

FORM 5

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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Hutchison Thomas J III

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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

44 HERSHA DRIVE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

HARRISBURG, PA 17102

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Shares of Beneficial Interest	12/20/2013		G5	18,000 D	\$ 0 242,560 ⁽¹⁾	D	
Class A Common Shares of Beneficial Interest					80,000 ⁽²⁾	I	By Spouse ⁽³⁾

Interest

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

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SEC 2270 (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. of D Se Bo O Er Is Fi (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hutchison Thomas J III 44 HERSHA DRIVE HARRISBURG, PA 17102	X			

Signatures

/s/ Ashish R. Parikh, as attorney-in-fact
Date: 02/13/2015

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).
- In addition to the transaction noted in Table I, this Form 5 is being filed to correct the number of shares directly owned to include shares issued as a result of participating in a dividend reinvestment plan and to correctly state a disposition which occurred on November 28, 2014 as a reduction to the shares directly owned by the Reporting Person, instead of the indirect beneficial owner as it was originally filed. There have been no acquisitions or dispositions by the Reporting Person of securities issued by Hersha Hospitality Trust since January 2, 2015.
- (1) This Form 5 is being filed to correct the number of shares indirectly owned by the Reporting Person as a result of now correctly stating a disposition which occurred on November 28, 2014 as a reduction to the shares directly owned by the Reporting Person.
 - (2) The Reporting Person disclaims beneficial ownership of these securities, as this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or any other purpose.

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Note: File three copies of this Form, one of which must be manually signed. If space provided 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.