

## HERSHA HOSPITALITY TRUST

Form 5

February 13, 2015

**FORM 5****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0362  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 1.0

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

(Last) (First) (Middle)

44 HERSHA DRIVE

(Street)

HARRISBURG, PA 17102

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
HERSHA HOSPITALITY TRUST  
[HT]

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Reporting

(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 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	Â	G5	18,000 D \$ 0	242,560 <sup>(1)</sup>	D	Â
Class A Common Shares of Beneficial	Â	Â	Â	Â Â Â	80,000 <sup>(2)</sup>	I	By Spouse <sup>(3)</sup>

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## Interest

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

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

## Signatures

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

02/13/2015

\_\_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).

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,

(1) 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.

(2) 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.

(3) 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.