HERSHA HOSPITALITY TRUST

Form 4

Common Shares of

Beneficial Interest

Class A

Common

12/03/2014

12/03/2014

December 03, 2014

December 03	6, 2014										
FORM	OMB APPROVAL										
Washington, D.C. 20549								OMB Number:	3235-0287		
Check this box if no longer CTATIENTENED OF CHANGES IN DENIELLOLAR ONVINER								Expires:	January 31,		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Estimated a	2005 verage		
Section 1 Form 4 or	Section 16. SECURITIES							burden hours per			
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,											
obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section											
See Instru		30(h) of the I	nvestment	Compan	y Act	of 1940	0				
1(b).											
(Print or Type Responses)											
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s							on(s) to				
Hutchison T	pol				Issuer						
		HERS [HT]	HERSHA HOSPITALITY TRUST [HT]				(Check all applicable)				
(Last)	iddle) 3. Date	3. Date of Earliest Transaction				X Director 10% Owner					
			Month/Day/Year)				Officer (give title below) Other (specify below)				
44 HERSHA	A DRIVE	12/01/	12/01/2014								
			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
	d(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person						
HARRISBURG, PA 17102 Form filed by More than One Reporting Person Person											
(City)	(State) (Z	Zip) Tal	ble I - Non-D	Derivative S	Securit	ies Acqu	iired, Disposed of,	or Beneficiall	y Owned		
1.Title of	2. Transaction Date	2A. Deemed	3.	3. 4. Securities Acquired			5. Amount of	7. Nature of			
Security (Instr. 3)	(Month/Day/Year)	Execution Date, i					Securities Beneficially	Ownership Indirect Form: Direct Benefic	Indirect Repeticial		
(IIIsu. <i>3)</i>	any (Month/Day/Year	Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)				Owned		Ownership			
							Following	Indirect (I)	(Instr. 4)		
					(A)		Reported Transaction(s)	(Instr. 4)			
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Class A					()						
Common					_	\$					
Shares of	12/01/2014		S	2,037	D	7.391 (1)	362,695	D			
Beneficial Interest						(1)					
Class A											
Class A											

S

S

84,004 D

D

6,000

7.438 278,691

272,691

(2)

\$

7.459

D

D

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Shares of (4)

Beneficial Interest

Class A Common Shares of

Shares of Spouse (3)

Beneficial 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 1474

(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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	:	Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr	
				Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Topotong o who I while y I was ess	Director	10% Owner	Officer	Other			
Hutchison Thomas J III 44 HERSHA DRIVE	X						
HARRISBURG, PA 17102	21						

Signatures

/s/ Ashish R. Parikh, as attorney-in-fact 12/03/2014

**Signature of Reporting Person Date

Reporting Owners 2

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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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.391 to \$7.393, inclusive. The reporting person undertakes to provide to Hersha Hospitality Trust, any security holder of Hersha Hospitality
- (1) Trust, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.400 to \$7.485, inclusive. The reporting person undertakes to provide to Hersha Hospitality Trust, any security holder of Hersha Hospitality Trust, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (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
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$7.441 to \$7.462, inclusive. The reporting person undertakes to provide to Hersha Hospitality Trust, any security holder of Hersha Hospitality
- Trust, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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.