SABIN JOHN Form 4 January 03, 2019

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

Class A Common

Shares of

Beneficial Interest 12/31/2018

(Print or Type Responses)

| 1. Name and Ad SABIN JOHI | Symbol | 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) (Mid | | 3. Date of Earliest Transaction (Month/Day/Year) | | | 10% e title Oth | | |
| 44 HERSHA DRIVE | | ` | 12/31/2018 | | | below) below) | | |
| | 4. If Ame | 4. If Amendment, Date Original | | | 6. Individual or Joint/Group Filing(Check | | | |
| | Filed(Mo | Filed(Month/Day/Year) | | | Applicable Line) | | | |
| II A D D I C D I II | | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| HARRISBUI | | | Person | | | porung | | |
| (City) | (State) (Z | (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | |
| 1.Title of | 2. Transaction Date | | 3. | 4. Securities | 5. Amount of | | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | | onAcquired (A) or | Securities | Form: Direct | Indirect | |
| (Instr. 3) | | any | Code | Disposed of (D) | Beneficially | (D) or | Beneficial | |
| | | (Month/Day/Year | (Instr. 8) | (Instr. 3, 4 and 5) | Owned | Indirect (I) | Ownership | |
| | | | | | Following | (Instr. 4) | (Instr. 4) | |
| | | | | (A) | Reported | | | |
| | | | | (A) | Transaction(s) | | | |

Code V Amount (D) Price

4,000

(1)

Α

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)

(Instr. 3 and 4)

43,662

\$0

D

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

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|------------|----------|----------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orNumber | Expiration D | ate | Amou | nt of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secur |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securi | ties | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | | | Excicisable | Date | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| SABIN JOHN | | | | | | |
| 44 HERSHA DRIVE | X | | | | | |

HARRISBURG, PA 17102

attorney-in-fact

Signatures /s/ Ashish R. Parikh, as

01/03/2019

**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).
- Includes 2,500 unrestricted shares and 1,500 restricted shares issued by Hersha Hospitality Trust pursuant to its Amended and Restated 2012 Equity Incentive Plan.

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.

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