

Holloway Gary M
Form 4/A
April 28, 2005

FORM 4

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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Holloway Gary M

(Last) (First) (Middle)

C/O GMH COMMUNITIES
TRUST, 10 CAMPUS
BOULEVARD

(Street)

NEWTOWN SQUARE, PA 19073

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

GMH Communities Trust [GCT]

3. Date of Earliest Transaction
(Month/Day/Year)

03/22/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
03/24/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Pres.,CEO& Bd. Trustees Chrmn.

6. Individual or Joint/Group Filing(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. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares					160,000		D
Common Shares					11,550		I By Spouse

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

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(9-02)

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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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Partnership Units	<u>(1)</u>	03/22/2005		P <u>(2)</u>		129,536 <u>(2)</u>		<u>(1)</u>	<u>(1)</u>	Common Shares	129,536 <u>(1)</u>
Partnership Units	<u>(1)</u>							<u>(1)</u>	<u>(1)</u>	Common Shares	1,315,79 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holloway Gary M C/O GMH COMMUNITIES TRUST 10 CAMPUS BOULEVARD NEWTOWN SQUARE, PA 19073	X		Pres.,CEO& Bd. Trustees Chrmn.	

Signatures

/s/ Theresa Miller, attorney-in-fact for Gary M. Holloway, Sr. 04/28/2005

**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).

Pursuant to Section 8.04 of the Second Amended and Restated Agreement of Limited Partnership of GMH Communities, LP, units of the operating partnership held by the reporting person may be redeemed, after a one-year holding period, and subject to certain exceptions, for common shares of GMH Communities Trust on a one-for-one basis, and further subject to adjustments for stock splits, dividends, (1) recapitalizations and similar events, or for a cash amount equal to the value of common shares for which the units would otherwise be redeemed. In addition, the reporting person is restricted as to the number of units that he may redeem for common shares, such that he may not redeem units for common shares that would result in his ownership of in excess of 20% of the outstanding common shares of GMH Communities Trust.

The units of limited partnership of GMH Communities, LP were acquired as consideration for the partnership's acquisition from the reporting person of his interests in entities owning two student housing properties that were acquired by GMH Communities Trust on (2) March 22, 2005. The number of partnership units issued in exchange for the cash value of these entity interests contributed by the reporting person to the partnership were based on the average closing price of GMH Communities Trust common shares as reported on the New York Stock Exchange for the ten trading days prior to and ending on the day preceding the acquisition date.

(3) Includes units of limited partnership interest held by several business entities affiliated with the reporting person.

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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