PATEL KIRAN P Form 4/A March 01, 2013

FORM 4

OMB APPROVAL

5. Relationship of Reporting Person(s) to

(Check all applicable)

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

Number:
Ja

Issuer

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

2. Issuer Name and Ticker or Trading

HERSHA HOSPITALITY TRUST

Symbol

[HT]

1(b).

(Print or Type Responses)

PATEL KIRAN P

1. Name and Address of Reporting Person *

			[111]							
(Last) 510 WALNU FLOOR	(First) ((Middle)	3. Date of (Month/D) 12/28/20		ansaction			X Director Officer (gives below)		0% Owner Other (specify
Filed(Mo				endment, Date Original onth/Day/Year) 2012				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)) Execution any	med on Date, if Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Class A Common Shares of Beneficial Interest (1)	12/28/2012			A	6,700	A	\$0	25,510	D	
Class A Common Shares of Beneficial Interest	12/28/2012			S	75,000	D	\$ 4.98	18,810	I	By family partnership Kunj Associates
	12/28/2012			S	10,561	D		14,949	D	

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Class A	\$
Common	4.98
Shares of	
Beneficial	

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

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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 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	8. Price of	9. Nu
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of	Derivative	Deriv
Security or Exercise any Code of (Month/Day/Year) Underlying	Security	Secu
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(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 Title Number		
Exercisable Date of		
Code V (A) (D) Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
,	Director	10% Owner	Officer	Other		
PATEL KIRAN P 510 WALNUT STREET, 9TH FLOOR PHILADELPHIA, PA 19106	X					

Signatures

Interest

/s/ Ashish R. Parikh, as attorney-in-fact 03/01/2012

**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).
- (1) Includes 4,700 unrestricted shares and 2,000 restricted shares issued by Hersha Hospitality Trust pursuant to its 2012 Equity Incentive Plan.

Reporting Owners 2

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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.