

IRSA INVESTMENTS & REPRESENTATIONS INC  
 Form 4  
 March 21, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ELSZTAIN EDUARDO S

(Last) (First) (Middle)

HERSHA HOSPITALITY TRUST, 510 WALNUT STREET, 9TH FLOOR

(Street)

PHILADELPHIA, PA 19106

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
 12/30/2010

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 below)  Other (specify below)

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. Transaction 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	(D)	Price
CLASS A COMMON SHARES OF BENEFICIAL INT	12/30/2010		J <sup>(1)</sup>		4,076,523	D	\$ 0
					16,626,448	I	
							See Footnote <u>(2)</u>
CLASS A COMMON SHARES OF BENEFICIAL INT	12/30/2010		J <sup>(1)</sup>		3,864,000	D	\$ 0
					16,626,448	I	
							See Footnote <u>(2)</u>

CLASS A  
COMMON  
SHARES OF  
BENEFICIAL  
INT

11,600 D

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 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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

ELSZTAIN EDUARDO S  
HERSHA HOSPITALITY TRUST  
510 WALNUT STREET, 9TH FLOOR  
PHILADELPHIA, PA 19106

X            X

CONSULTORES ASSETS MANAGEMENT STOCK CORP  
BOL??VAR 108, 1ST FLOOR  
BUENOS AIRES, C1

X

CONSULTORES VENTURE CAPITAL LTD  
REGATTA OFFICE PARK, P.O. BOX 31106, SMB  
GRAND CAYMAN, E9

X

CRESUD INC  
MORENO 877, 23RD FLOOR  
CIUDAD AUT??NOMA DE

X

BUENOS AIRES, C1	
CONSULTORES VENTURE CAPITAL URUGUAY STOCK CORP RUTA 8, 17,500, EDIFICIO @3, LOCAL 003 MONTEVIDEO, X3 CP 91609	X
AGROINVESTMENT STOCK CORP ZABALA 1422, 2ND FLOOR MONTEVIDEO, X3	X
REAL ESTATE INVESTMENT GROUP LP CLARENDON HOUSE 2 CHURCH STREET HAMILTON HM CX, D0	X
REAL ESTATE INVESTMENT GROUP II LP CLARENDON HOUSE, 2 CHURCH STREET HAMILTON HM CX	X
IRSA INVESTMENTS & REPRESENTATIONS INC BOLIVAR 108, 1ST FLOOR BUENOS AIRES, C1	X
Ifis LTD MINTFLOWER PLACE, 4TH FLOOR 8 PAR-LA-VILLE ROAD HAMILTON, D0 HM 08	X

## Signatures

/s/ Eduardo S. Elsztain	03/21/2011
__Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Consultores Assets Management S.A.	03/21/2011
__Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Consultores Venture Capital Limited	03/21/2011
__Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Cresud Sociedad An??nima Comercial, Inmobiliaria, Financiera y Agropecuaria	03/21/2011
__Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Consultores Venture Capital Uruguay	03/21/2011
__Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Agroinvestment S.A.	03/21/2011
__Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner for Real Estate Investment Group LP	03/21/2011
__Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner for Real Estate Investment Group II LP	03/21/2011
__Signature of Reporting Person	Date

/s/ Eduardo S. Elsztain, Chairman of the Board for IRSA Inversiones y Representaciones  
Sociedad An??nima

03/21/2011

\_\_Signature of Reporting Person

Date

/s/ Eduardo S. Elsztain, Chairman of the Board for IFIS Limited

03/21/2011

\_\_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 a internal reorganization, in which there is no change in the beneficial ownership, Real Estate Investment Trust L.P., has transferred part of its holdings in Hersha Hospitality Trust as follows: 1) to Real Estate Investment Group L.P. II, 4,076,523 Class A Common Shares acquired in connection with the equity public offering conducted in January 2010; and 2) to Real Estate Investment Group L.P. III, 3,864,000 Class A Common Shares acquired in connection with the equity public offering conducted in March 2010.
- (1)
- (2) Please see Exhibit.

### Remarks:

Form 1 of 2.

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.