HERSHA HOSPITALITY TRUST

Form 4

Common

September 13, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							OMB APPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287		
Check th								Expires:	January 31,	
if no longer subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5			
Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, occurrence of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type Responses)										
1. Name and A Shah Neil H	Symbol					5. Relationship of Reporting Person(s) to Issuer				
		[HT]	1711051	117 LLII	1 11	(051	(Check all applicable)			
(Last)	(Month/I	f Earliest Ti Day/Year)	ransaction			Director _X_ Officer (give to below)	X Officer (give title Other (specify			
44 HERSH	ADRIVE	09/09/2	016				Presid	lent and COO		
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person HARRISBURG, PA 17102 — Form filed by More than One Reporting Person							rson			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	- Tau	ned 3. 4. Securities Acquired (An Date, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			acquired (A)		t of 6. 7. Nature Ownership Indirect Illy Form: Beneficia Direct (D) Ownershi or Indirect (Instr. 4) (I)		
Class A			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	,		
Common Shares of Beneficial Interest	09/09/2016	09/09/2016	P	2,685	A	\$ 18.5918 (1)	287,158	D		
Class A Common Shares of Beneficial Interest	09/12/2016	09/12/2016	P	2,015	A	\$ 18.1466 (2)	289,173	D		
Class A							75,000	I	By Neil	

and Juhi

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Shares of	Shah
Beneficial	2008
Interest	Family
	Trust (3)

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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)	4. Transac Code (Instr. 8	5. tiorNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e			e and nt of lying tites 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code \	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Poporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Shah Neil H

44 HERSHA DRIVE President and COO

HARRISBURG, PA 17102

Signatures

/s/ Ashish R. Parikh, as 09/13/2016 attorney-in-fact

**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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.50 to \$18.7195, inclusive. The Reporting Person undertakes to provide 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

Reporting Owners 2

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sold at each separate price within the ranges set forth in footnotes (1) and (2) to this Form 4.

- (2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$18.14 to \$18.16, inclusive.
- (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.

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.