STRATEGIC HOTEL CAPITAL INC

Form 4 July 05, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

may continue. See Instruction 1(b).

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)

(Last)

751 BROAD ST

NEWARK, NJ 07102

1. Name and Address of Reporting Person * PRUDENTIAL FINANCIAL INC

STRATEGIC HOTEL CAPITAL INC [SHC]

(First) (Middle)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year) 06/30/2005

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

X Director X 10% Owner Other (specify Officer (give title

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)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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 Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) Disposed of (I (Instr. 3, 4, an	D))			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units (right to acquire)	<u>(1)</u>	06/30/2005		J		1,280,646		(2)	(3)	Common Stock	1,280,646

Reporting Owners

Reporting Owner Name / Address	Relationships						
Transfer of the same of the sa	Director	10% Owner	Officer	Other			
PRUDENTIAL FINANCIAL INC							
751 BROAD ST	X	X					
NEWARK, NJ 07102							

Signatures

Robert M.
Falzon

**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) Holders of units are entitled to present them for redemption for a cash amount equal to the then-fair market value of an equal number of shares of SHC common stock or, in SHC's sole discretion, an equal number of shares of SHC common stock.
- (2) Units are eligible to be presented for redemption in accordance with the terms and limitations of the Limited Liability Company Agreement of Strategic Hotel Funding, LLC.
- (3) Units have no expiration date.
- (4) On June 30, 2005, Strategic Hotel Capital, LLC ("SHC LLC") distributed an aggregate of 1,280,646 membership units of Strategic Hotel Funding, LLC ("Funding") to the Prudential holders named below. The distribution was made on a pro rata basis for no consideration.
 - Securities are held indirectly through The Prudential Insurance Company of America, Prudential Investment Management, Inc., PIC Realty Corporation, Prudential Assets, LLC, Strategic Value Investors, LLC, SVI(SHC/Houston) Redemption Vehicle, LLC, and (SHC/Olayan) Redemption Vehicle, LLC (collectively, the "Prudential holders"), all of which are members of SHC LLC. SHC LLC,
- (5) directly and indirectly through Strategic Hotel Capital Limited Partnership, an affiliate of SHC LLC, holds the securities shown for the Prudential holders and others. The reporting person disclaims beneficial ownership except to the extent of its pecuniary interest in those units, and this report shall not be deemed an admission that the reporting person is the beneficial owner for purposes of Section 16 or for 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.

Reporting Owners 2