

ELSZTAIN EDUARDO S

Form 4/A

January 13, 2011

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 *
ELSZTAIN EDUARDO S

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
HERSHA HOSPITALITY
TRUST, 510 WALNUT STREET,
9TH FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
10/19/2010

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
PHILADELPHIA, PA 19106

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/21/2010

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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 (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)
CLASS A COMMON SHARES OF BENEFICIAL INT	10/19/2010		A ⁽¹⁾	2,952,625	A \$ 5.8	18,126,448	I
CLASS A COMMON SHARES OF BENEFICIAL INT					8,100	D	See Footnote (2)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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		
Agrology Stock Corp MORENO 877, 21ST FLOOR BUENOS AIRES, C1		X		
TYRUS STOCK CORP COLONIA 810, OF. 403 MONTEVIDEO, X3 CP 11000		X		
Idalgir Stock Corp ZABALA 1422, 2ND FLOOR MONTEVIDEO, X3		X		
JIWIN STOCK CORP COLONIA 810, OFFICE 403 MONTEVIDEO URUGUAY		X		

Signatures

/s/ Eduardo S. Elsztain,	01/13/2011
**Signature of Reporting Person	Date
/s/ Alejandro G. Elsztain, Chairman of the Board for Agrology S.A.	01/13/2011
**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Tyrus S.A.	01/13/2011
**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Idalgir S.A.	01/13/2011
**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Jiwin S.A.	01/13/2011
**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).
- (1) This Form 4/A is being filed for the sole purpose of changing the transaction's code from "P" to "A".
- (2) Please see Exhibit.

Remarks:

Dated: January 13, 2011

Form 2 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.
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