

BENNETT ARCHIE JR
 Form 4/A
 March 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
BENNETT ARCHIE JR

2. Issuer Name and Ticker or Trading Symbol
**ASHFORD HOSPITALITY TRUST
 INC [AHT]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**14185 DALLAS
 PARKWAY, SUITE 1100**

3. Date of Earliest Transaction
 (Month/Day/Year)
03/21/2008

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

DALLAS, TX 75254

4. If Amendment, Date Original Filed(Month/Day/Year)
03/25/2008

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction Number	5. Expiration Date	6. Date Exercisable and	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Limited Partnership Units	\$ 0				(1)	(1)	Common Stock	2,756,028
Common Limited Partnership Units	\$ 0				(3)	(3)	Common Stock	512,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENNETT ARCHIE JR 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254	X		Chairman of the Board	

Signatures

/s/ ARCHIE BENNETT, JR. 03/26/2008

 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) As previously reported, these units are currently convertible into cash or, at the option of the Issuer, into shares of the Issuer's common stock on a 1-for-1 basis. These units have no expiration date.
- (2) Held directly by 5820 General Partnership, a general partnership in which the Reporting Person has a pecuniary or controlling interest. Held directly by Ashford Financial Corp. The number of units reported reflect the Reporting Person's pecuniary interest in such entity.
- (3) The Reporting Person hereby disclaims interest in all other securities of the Issuer held directly by Ashford Financial Corp. As previously reported, these units are currently convertible into cash or, at the option of the Issuer, into shares of the Issuer's common stock on a 1-for-1 basis. These units have no expiration date.

Remarks:

This amendment is filed to accurately reflect the total number of Common Limited Partnership Units held by the Reporting Person.

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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.
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