

BENNETT MONTGOMERY J
 Form 4/A
 March 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
BENNETT MONTGOMERY J

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
 (Street)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

DALLAS, TX 75254
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) | 940,237 | 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)

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| 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. F... | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | 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 MONTGOMERY J 14185 DALLAS PARKWAY SUITE 1100 DALLAS, TX 75254 | X | | President and CEO | |

Signatures

/s/ MONTGOMERY J. BENNETT 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 Dartmore GP, a general partnership in which the Reporting Person has a pecuniary or controlling interest.
Held directly by Ashford Financial Corp. and units reported reflect the Reporting Person's pecuniary interest in such entity. 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.
- (3)

Remarks:

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This amendment is filed to correct (1) the total number of shares of common stock held directly by the Reporting Person (taking

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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