

ELSZTAIN EDUARDO S
 Form 4
 September 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 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)
 BOLIVAR 108,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/04/2012

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 See Remarks

BUENOS AIRES, C1 066AAD
 (City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Class A Common Shares of Beneficial Int | 09/04/2012 | | S | | 2,000,000 | D | \$ 4.86 |
| Class A Common Shares of Beneficial Int | | | | | 15,400 | D | |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 BOLIVAR 108 BUENOS AIRES, C1 066AAD | | | | See Remarks |
| CONSULTORES ASSETS MANAGEMENT STOCK CORP BOLIVAR 108, PISO 2? BUENOS AIRES, C1 C1066AAD | | | | See Remarks |
| CONSULTORES VENTURE CAPITAL LTD RUTA 8, KM. 17.500 EDIFICIO 3, LOCAL 3 MONTEVIDEO, X3 91600 | | | | See Remarks |
| CRESUD INC MORENO 877 BUENOS AIRES, C1 C1091AAQ | | | | See Remarks |
| CONSULTORES VENTURE CAPITAL URUGUAY STOCK CORP RUTA 8, KM. 17.500 EDIFICIO 3, LOCAL 3 MONTEVIDEO, X3 91600 | | | | See Remarks |
| AGROINVESTMENT STOCK CORP RUTA 8, KM. 17.500 EDIFICIO 3, LOCAL 3 | | | | See Remarks |

MONTEVIDEO, X3 91600

REAL ESTATE INVESTMENT GROUP LP

2 CHURCH STREET

HAMILTON, D0 HM 11

See Remarks

REAL ESTATE INVESTMENT GROUP II LP

2 CHURCH STREET

HAMILTON, D0 HM 11

See Remarks

REAL ESTATE INVESTMENT GROUP III LP

2 CHURCH STREET

HAMILTON, D0 HM 11

See Remarks

REAL ESTATE INVESTMENT GROUP IV LP

2 CHURCH STREET

HAMILTON, D0 HM 11

See Remarks

Signatures

/s/ Eduardo S. Elsztain

09/06/2012

__Signature of Reporting Person

Date

/s/ Consultores Assets Management S.A. by Eduardo S. Elsztain, Chairman of the Board

09/06/2012

__Signature of Reporting Person

Date

/s/ Consultores Venture Capital Limited by Eduardo S. Elsztain, Chairman of the Board

09/06/2012

__Signature of Reporting Person

Date

/s/ Cresud Sociedad Anonima Comercial, Inmobiliaria, Financiera y Agropecuaria by Eduardo S. Elsztain, Chairman of the Board

09/06/2012

__Signature of Reporting Person

Date

/s/ Consultores Venture Capital Uruguay by Eduardo S. Elsztain, Chairman of the Board

09/06/2012

__Signature of Reporting Person

Date

/s/ Agroinvestment S.A. by Eduardo S. Elsztain, Chairman of the Board

09/06/2012

__Signature of Reporting Person

Date

/s/ Real Estate Investment Group LP by Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner

09/06/2012

__Signature of Reporting Person

Date

/s/ Real Estate Investment Group II LP by Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner

09/06/2012

__Signature of Reporting Person

Date

/s/ Real Estate Investment Group III LP by Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner

09/06/2012

__Signature of Reporting Person

Date

/s/ Real Estate Investment Group IV LP by Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner

09/06/2012

__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) Please see Exhibit.

Remarks:

The filing group may be considered a trustee by deputization on the basis of a contractual right to appoint a trustee.

This Form 4 is being filed in two parts due to the ten person reporting limitation of the electronic filing system. Part 2 is being

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.