

ASHFORD HOSPITALITY TRUST INC  
Form 8-K  
August 20, 2008

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (date of earliest event reported): August 15, 2008**  
**ASHFORD HOSPITALITY TRUST, INC.**  
(Exact name of registrant as specified in its charter)

**MARYLAND**  
(State of Incorporation)

**001-31775**  
(Commission File Number)

**86-1062192**  
(I.R.S. Employer  
Identification Number)

**14185 Dallas Parkway, Suite 1100**  
**Dallas, Texas**  
(Address of principal executive offices)

**75254**  
(Zip code)

Registrant's telephone number, including area code: **(972) 490-9600**

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

*(e) Compensatory Arrangements of Certain Officers*

On August 15, 2008, the Compensation Committee of the Board of Directors for Ashford Hospitality Trust, Inc. (the Company) approved the issuance to Alan Tallis, the Company's Executive Vice President, Asset Management, 10,000 shares of the Company's restricted common stock, which vest 1/3 annually over 3 years, valued at \$4.15 per share (\$41,500 in the aggregate) based on the closing price of the Company's common stock on August 15, 2008.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 20, 2008

**ASHFORD HOSPITALITY TRUST, INC.**

By: /s/ David A. Brooks  
David A. Brooks  
Chief Legal Officer