

ASHFORD HOSPITALITY TRUST INC
Form SC 13G/A
February 12, 2009

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

**PURSUANT TO RULE 13d-2(c)
(AMENDMENT 3)**

ASHFORD HOSPITALITY TRUST INC.

(NAME OF ISSUER)

COMMON STOCK

(Title of Class of Securities)

044103109

(CUSIP Number)

DECEMBER 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

X Rule 13d-1 (b)

X Rule 13d-1 (c)

Rule 13d-1 (d)

CUSIP No.
044103109

13G/A

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1. Names of Security Capital Research &
reporting persons Management Incorporated

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 36-4130398
(ENTITIES ONLY)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER 0

SHARES

BENEFICIALLY 6. SHARED VOTING POWER 0

OWNED BY

EACH 7. SOLE DISPOSITIVE POWER 0

REPORTING

PERSON WITH 8. SHARED DISPOSITIVE POWER 0

9.

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

0

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES

CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(9)

0%

12. TYPE OF REPORTING PERSON*

IA

1. Names of Security Capital Preferred
reporting persons Growth Incorporated

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS 36-4128122
(ENTITIES ONLY)

2.

(a)

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CHECK THE APPROPRIATE BOX IF A MEMBER OF A
GROUP*

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Maryland

NUMBER OF	5.	SOLE VOTING POWER	7,447,865
SHARES			
BENEFICIALLY	6.	SHARED VOTING	0
		POWER	
OWNED BY			
EACH	7.	SOLE DISPOSITIVE	7,447,865
		POWER	
REPORTING			
PERSON WITH	8.	SHARED	0
		DISPOSITIVE POWER	

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,447,865

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)
EXCLUDES

CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW
(9)

7.4%

12. TYPE OF REPORTING PERSON* CO

Item **Name of Issuer:**
1(a).

ASHFORD HOSPITALITY TRUST INC.

Item **Address of Issuer's Principal**
1(b). **Executive Offices:**

14180 DALLAS PARKWAY 9TH FLOOR

DALLAS, TX 75254

Item 2(a). **Name of Person Filing:**

(i) Security Capital Research &
Management Inc. ("SC-R&M")

(ii) Security Capital Preferred Growth
Incorporated ("SC-PG")

Item **Address of Principal Business Office or, if None,**
2 (b) . **Residence:**

(i), (ii)

10 South Dearborn Street, Suite 1400

Chicago, Illinois 60603

Item **Citizenship**
2 (c) .

(i) Delaware

(ii) Maryland

Item **Title of Class of Securities:**
2 (d) .

COMMON STOCK

Unless otherwise noted, security being reported
is common stock

Item **CUSIP** **044103109**
2 (e) . **Number:**

Item 3 **If this Statement is Filed Pursuant**
 to Rule 13d-1(b), or 13d-2(b)

Or (c), Check Whether the Person
Filing is a :

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- (a) Broker or dealer registered under Section 15 of the Exchange Act;
- (b) Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) Investment company registered under Section 8 of the Investment Company Act;
- (i) (e) ☒ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) A church plan that is excluded from the definition of an Investment company under Section 3(c)(14) of the Investment Company act;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

(ii) If this statement is filed pursuant to Rule 13d-1(c), check this box. ☒

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Item 4. Ownership

Provide the following information regarding the aggregate number and

Percentage of the class of securities of issuer identified in Item 1.

(a) Amount beneficially owned: (i) 0 (ii) 7,447,865

(b) Percent of class: (i) 0% (ii) 7.4%

(i) (c) Number of shares as to which (i) SC-R&M has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 0

(ii) (c) Number of shares as to which (ii) SC-PG has:

(i) Sole power to vote or to direct the vote: 7,447,865

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of: 7,447,865

(iv) 0

Shared power to dispose
or to direct the
disposition of:

SC-PG beneficially owns 7,447,865 shares of common stock that SC-PG has the right to acquire upon its conversion of its 7,447,865 shares of Series B-1 Cumulative Convertible Preferred Stock.

Item 5.

Ownership of Five Percent or Less of a Class. (i) YES

If this statement is being filed to report the fact that as of the date

hereof the reporting person has ceased to be the beneficial owner of more

than five percent of the class of securities, check the following. | x |

Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being reported on by the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications

By signing below I certify that, to the best of my knowledge and belief,

the securities referred to above were not acquired and are not held for the

purpose of or with the effect of changing or influencing the control of the

issuer of the securities and were not acquired and are not held in connection

with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the

information set forth in this statement is true, complete and correct.

Dated: February 12,
2009

Security Capital Research
Management Inc.

By: /s/ Michael J. Heller

Michael J. Heller

Vice President and Controller

Security Capital Preferred
Growth Inc.

By: /s/ Genine T. Dawczak

Genine T. Dawczak

Vice President and Secretary

The original statement shall be signed by each person on whose behalf the statement

is filed or his authorized representative. If the statement is signed on behalf of

a person by his authorized representative (other than an executive officer or general

partner of the filing person), evidence of the representative's authority to sign on

behalf of such person shall be filed with the statement, provided, however, that a

power of attorney for this purpose which is already on file with the commission may

be incorporated by reference. The name and any title of each person who signs the

the statement shall be typed or printed beneath his signature.

Joint Filing Agreement:

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the

undersigned hereby agree to joint filing with each other of the attached statement on

Schedule 13 and to all amendments to such statement and that such statement and all

amendments to such statement are made on behalf of each of them.

IN WITNESS WHEREOF, the undersigned hereby execute this agreement on FEBRUARY 12, 2009.

Security Capital Research & Management Incorporated

By: /s/Michael J. Heller

Michael J. Heller

Vice President & Controller

Security Capital Preferred Growth Incorporated

By: /s/ Genine T. Dawczak

Genine T. Dawczak

Vice President and Secretary
