

Baltimore Thomas J Jr
Form 4
May 16, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Baltimore Thomas J Jr

(Last) (First) (Middle)

C/O RLJ LODGING TRUST, 3
BETHESDA METRO CENTER,
SUITE 1000

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

RLJ Lodging Trust [RLJ]

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

05/16/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

President and CEO

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 Shares	05/16/2011		D	500 ⁽¹⁾	D \$ 1 200	D	
Common Shares	05/16/2011		A	621,910 ⁽²⁾	A \$ 0 622,110	D	
Common Shares	05/16/2011		A	385,000 ⁽³⁾	A \$ 0 1,007,110	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)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units	(4)	05/16/2011		A	(4)	156,450		05/10/2012	(4)	Common Shares	156,450

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Baltimore Thomas J Jr
C/O RLJ LODGING TRUST
3 BETHESDA METRO CENTER, SUITE 1000
BETHESDA, MD 20814

X

President and CEO

Signatures

/s/ Anita Cooke Wells,
Attorney-In-Fact

05/16/2011

__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) Represents 500 shares of beneficial interest ("common shares") that were redeemed by RLJ Lodging Trust (the "Company") in connection with the closing of the Company's initial public offering.
- (2) Represents 621,910 common shares received by Mr. Baltimore in connection with the Company's formation transactions.
- (3) Concurrently with the closing of the Company's initial public offering, the Company granted 385,000 restricted shares to Mr. Baltimore, vesting ratably on each of the first 16 quarterly anniversaries of the date of grant, under the Company's 2011 Equity Incentive Plan.
- (4) Represents 156,450 units of limited partnership interests ("OP Units") in the operating partnership of the Company, RLJ Lodging Trust, L.P., of which the Company is the general partner, that Mr. Baltimore received in connection with the Company's formation transactions. OP Units are redeemable for an equal number of the Company's common shares, or at the election of the Company, cash equal to the fair market value of such shares. OP Units have no expiration date.

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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