Eubanks Deric S Form 4 October 04, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

1(b).

Common

(Print or Type Responses)

1. Name and Address of Reporting Person *

Eubanks Der	Symbol Ashfo	rd Inc. [AI]	NC]	Issuer (Che	Issuer (Check all applicable)		
(Last)	(First)	(Middle) 3. Date	of Earliest Tr	ransaction		• •	
14185 DALI PARKWAY	LAS , SUITE 1100	(Month 10/03/	Day/Year) 2017		DirectorX Officer (give below)	ve title Oth below) O and Treasurer	er (specify
		4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
DALLAS, T	X 75254				Form filed by Person	More than One Re	eporting
(City)	(State)	(Zip) Ta	ble I - Non-E	erivative Securities A	cquired, Disposed o	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year		Code	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)

3,340 D Stock

By Common 25 Ι spouse's Stock **IRA**

Code V Amount (D)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Reported

Transaction(s) (Instr. 3 and 4)

(A)

Price

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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
Stock Options (right to purchase)	\$ 57.71	10/03/2017		A <u>(1)</u>	17,500	10/03/2020	10/03/2027	Common Stock	17,500
Stock Options (right to purchase)	\$ 57.34					04/18/2020	04/18/2027	Common Stock	17,500
Stock Options (right to purchase)	\$ 45.59					03/31/2019	03/31/2026	Common Stock	35,000
Stock Options (right to purchase)	\$ 85.97					12/11/2017	12/11/2022	Common Stock	30,000
Common Units (2)	\$ 0 (2)					(2)	(2)	Common Stock (2)	27.8

Reporting Owners

Reporting Owner Name / Address	remonships				
	Director	10% Owner	Officer	Other	

Relationships

Eubanks Deric S

14185 DALLAS PARKWAY

SUITE 1100

DALLAS, TX 75254

CFO and Treasurer

Signatures

/s/ DERIC S. 10/04/2017 **EUBANKS**

**Signature of Reporting Date Person

Reporting Owners 2

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) The options were acquired from the Issuer in a grant under the Issuer's 2014 Incentive Plan.
 - Common units ("Common Units") in Ashford Hospitality Advisors LLC, the Issuer's operating subsidiary, owned by the Reporting
- (2) Person. Common Units are redeemable for cash or, at the option of the Issuer, convertible into shares of the Issuer's common stock on a 1-for-1 basis. The Common 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. 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.