

INNSUITES HOSPITALITY TRUST

Form 8-K

December 15, 2004

UNITED STATES 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): **December 9, 2004**

INNSUITES HOSPITALITY TRUST

(Exact Name of Registrant as Specified in Charter)

Ohio

(State or Other Jurisdiction
of Incorporation)

001-07062

(Commission
File Number)

34-6647590

(IRS Employer
Identification No.)

InnSuites Hotels Centre, 1615 E. Northern Avenue,

Suite 102, Phoenix, Arizona

(Address of Principal Executive Offices)

85020

(Zip Code)

Registrant's telephone number, including area code **(602) 944-1500**

Not Applicable

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(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below 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(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 Principal Officers; Election of Directors; Appointment of Principal Officers

On December 9, 2004, Stephen A McConnell resigned as a Trustee of the Trust due to his expanding business schedule and personal obligations. Mr. McConnell has been a Trustee since February 3, 2004. Mr. McConnell also served on the Trust's Compensation Committee, Governance and Nominating Committee and was Chairman of the Trust's Audit Committee, and he qualified as a financial expert under applicable Securities and Exchange Commission rules.

The Trust is in the process of identifying and interviewing qualified candidates to fill the vacancy created by Mr. McConnell's resignation.

SIGNATURES

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

InnSuites Hospitality Trust

By: */s/ Anthony B. Waters*
Anthony B. Waters
Chief Financial Officer

Date: December 15, 2004