

IRSA INVESTMENTS & REPRESENTATIONS INC  
 Form 4  
 May 19, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ELSZTAIN EDUARDO S

2. Issuer Name and Ticker or Trading Symbol  
 HERSHA HOSPITALITY TRUST [HT]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/17/2011

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

HERSHA HOSPITALITY TRUST, 510 WALNUT STREET, 9TH FLOOR

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19106

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
CLASS A COMMON SHARES OF BENEFICIAL INT	05/17/2011		S		9,197	D	\$ 6.0192	15,686,690	I	See Footnote (1)
CLASS A COMMON SHARES OF BENEFICIAL INT	05/18/2011		S		50,000	D	\$ 6.0297	15,636,690	I	See Footnote (1)

CLASS A  
COMMON  
SHARES OF  
BENEFICIAL  
INT

19,160 D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELSZTAIN EDUARDO S HERSHA HOSPITALITY TRUST 510 WALNUT STREET, 9TH FLOOR PHILADELPHIA, PA 19106	X	X		
CONSULTORES ASSETS MANAGEMENT STOCK CORP BOL??VAR 108, 1ST FLOOR BUENOS AIRES, C1		X		
CONSULTORES VENTURE CAPITAL LTD REGATTA OFFICE PARK, P.O. BOX 31106, SMB GRAND CAYMAN, E9		X		
CRESUD INC MORENO 877, 23RD FLOOR CIUDAD AUT??NOMA DE		X		

BUENOS AIRES, C1		
CONSULTORES VENTURE CAPITAL URUGUAY STOCK CORP RUTA 8, 17,500, EDIFICIO @3, LOCAL 003 MONTEVIDEO, X3 CP 91609		X
AGROINVESTMENT STOCK CORP ZABALA 1422, 2ND FLOOR MONTEVIDEO, X3		X
REAL ESTATE INVESTMENT GROUP LP CLARENDON HOUSE 2 CHURCH STREET HAMILTON HM CX, D0		X
REAL ESTATE INVESTMENT GROUP II LP CLARENDON HOUSE, 2 CHURCH STREET HAMILTON HM CX		X
REAL ESTATE INVESTMENT GROUP IV LP CLARENDON HOUSE, 2 CHURCH STREET, HAMILTON HM CX	X	X
IRSA INVESTMENTS & REPRESENTATIONS INC BOLIVAR 108, 1ST FLOOR BUENOS AIRES, C1		X

## Signatures

/s/ Eduardo S. Elsztain		05/19/2011
	**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Consultores Assets Management S.A.		05/19/2011
	**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Consultores Venture Capital Limited		05/19/2011
	**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Cresud Sociedad An?nima Comercial, Inmobiliaria, Financiera y Agropecuaria		05/19/2011
	**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Consultores Venture Capital Uruguay		05/19/2011
	**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board for Agroinvestment S.A.		05/19/2011
	**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner for Real Estate Investment Group LP		05/19/2011
	**Signature of Reporting Person	Date
/s/ Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner for Real Estate Investment Group II LP		05/19/2011
	**Signature of Reporting Person	Date
		05/19/2011

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/s/ Eduardo S. Elsztain, Chairman of the Board of Jiwin S.A., General Partner for Real Estate  
Investment Group IV LP

\_\_Signature of Reporting Person

Date

/s/ Eduardo S. Elsztain, Chairman of the Board for IRSA Inversiones y Representaciones  
Sociedad An??nima

05/19/2011

\_\_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) Please see Exhibit.

### Remarks:

Form 1 of 2.

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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