

JOHNSON ROBERT L
Form 4
May 16, 2011

FORM 4

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

OMB APPROVAL

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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 *
JOHNSON ROBERT L

(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)
Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	05/16/2011		D		500 ⁽¹⁾	D	
Common Shares	05/16/2011		A		1,127,022 ⁽²⁾	A	
Common Shares	05/16/2011		A		130,000 ⁽³⁾	A	

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Units	(4)	05/16/2011		A(4)	335,250	05/10/2012	(4)	Common Shares	335,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON ROBERT L C/O RLJ LODGING TRUST 3 BETHESDA METRO CENTER, SUITE 1000 BETHESDA, MD 20814	X		Executive Chairman	

Signatures

/s/ Anita Cooke Wells,
Attorney-in-Fact
Date: 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 1,127,022 common shares received by Mr. Johnson in connection with the Company's formation transactions.
- (3) Concurrently with the closing of the Company's initial public offering, the Company granted 130,000 restricted shares to Mr. Johnson, 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 335,250 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. Johnson 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. 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.