SEC Form 4	
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FORM 4

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

OMB APPROVAL							
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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] JOHNSON ROBERT L	2. Issuer Name and Ticker or Trading Symbol <u>RLJ Lodging Trust</u> [RLJ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle) C/O RLJ LODGING TRUST	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2024	X Officer (give title Other (specify below) below) Executive Chairman					
7373 WISCONSIN AVE., SUITE 1500	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
(Street)		X Form filed by One Reporting Person					
BETHESDA MD 20814		Form filed by More than One Reporting Person					
(City) (State) (Zip)	Rule 10b5-1(c) Transaction Indication						
Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is i satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Shares	02/16/2024		A		61 ,111 ⁽¹⁾	A	\$11.7	1,429,358	D	
Common Shares	02/17/2024		F		11,476 ⁽²⁾	D	\$11.7	1,417,882	D	

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. Transa Code (8)		of Deriv Secu Acqu (A) o Disp of (D	r osed) r. 3, 4	Expiration Date (Month/Day/Year) d		Expiration Date of Securities		Securities Derivative nderlying Security erivative Security (Instr. 5)		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
OP Units	(3)							(4)	(4)	Common Stock	335,250		335,250	D	

Explanation of Responses:

1. These restricted shares, vesting ratably over three years on the yearly anniversary of the date of grant, were granted to the reporting person pursuant to the RLJ Lodging Trust 2021 Equity Incentive Plan.

2. Reflects common shares surrendered to the Issuer to satisfy tax withholding obligations in connection with the vesting of the restricted common shares previously granted.

3. "OP Units" represent limited partner interests of RLJ Lodging Trust, L.P., the operating partnership (the "OP") of the Issuer, of which the Issuer is the sole general partner. OP Units are redeemable beginning one year after the date of issuance for cash equal to the then current market value of one common share of the Issuer or, at the election of the Issuer, an equal number of common shares of the Issuer

4. All of these OP Units are immediately redeemable (subject to certain limitations set forth in the agreement of limited partnership of the OP). OP Units have no expiration date.

Remarks:

Exhibit List: Exhibit 24 - Power of Attorney

<u>/s/ Chad Perry, Attorney-in-</u> Fact	<u>02/2</u>
** Signature of Reporting Person	Date

02/21/2024

Signature of Reporting Person

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

 * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Leslie D. Hale and Chad Perry, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or trustee of RLJ Lodging Trust (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder, and any other forms or reports the undersigned may be required to file in connection with the undersigned's ownership, acquisition, or disposition of securities of the Company;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, and in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of February, 2024.

/s/ Robert L. Johnson Robert L. Johnson