| SEC Form 4 |  |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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

|             | PROVAL    |
|-------------|-----------|
| OMB Number: | 3235-0287 |
|             |           |

| Estimated average burden |     |
|--------------------------|-----|
| hours per response:      | 0.5 |

|          |              | n*           | 2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>RLJ Lodging Trust</u> [ RLJ ] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                                     |                             |  |  |  |
|----------|--------------|--------------|---|--|-------------------------------------|-----------------------------|--|--|--|
|          |              |              |   |  | Director<br>Officer (give title     | 10% Owner<br>Other (specify |  |  |  |
|          |              | (Middle)     | 3. Date of Earliest Transaction (Month/Day/Year)<br>08/20/2016                      |  | below) below)<br>Executive Chairman |                             |  |  |  |
|          | METRO CENTER | , SUITE 1000 |   |  |                                     |                             |  |  |  |
| (Street) |              |              | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            | 6. Indiv<br>Line)  | idual or Joint/Group Filing         | (Check Applicable           |  |  |  |
| BETHESDA | MD           | 20814        |   | X  | Form filed by One Repor             | 5                           |  |  |  |
| ,        |              |              |   |  | Form filed by More than<br>Person   | One Reporting               |  |  |  |
| (City)   | (State)      | (Zip)        |   |  |                                     |                             |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | Transaction<br>Code (Instr. |   |                    |               |         | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported |   | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------|--|---|-----------------------------|---|--------------------|---------------|---------|---|---|---|
|                                 |  |   | Code                        | v | Amount             | (A) or<br>(D) | Price   | Transaction(s)<br>(Instr. 3 and 4)  |   | (11311. 4)  |
| Common Shares                   | 08/20/2016                                 |   | F                           |   | 720 <sup>(1)</sup> | D             | \$23.54 | 1,089,279   | D |   |

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

|   | *   |  |   |                              |   |   |     |                     |   | 3   |   |  |  |  |
|---|---|--|---|------------------------------|---|---|-----|---------------------|---|---|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number 6. Date Exercisable and<br>of Expiration Date<br>Securities<br>(Month/Day/Year)<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | ate                 | 7. Title<br>Amour<br>Securi<br>Underl<br>Deriva<br>Securi<br>and 4) | nt of<br>ties<br>ying<br>tive<br>ty (Instr. 3 | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |   |  |   | Code                         | v | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares              |  |  |  |

Explanation of Responses:

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

Remarks:

/s/ Anita Cooke Wells,

Attorney-in-Fact

08/23/2016

\*\* Signature of Reporting Person Date

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

 $\ast$  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.