

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Baltimore Thomas J Jr</u>  (Last) (First) (Middle) <u>C/O RLJ LODGING TRUST</u> <u>3 BETHESDA METRO CENTER, SUITE 1000</u>  (Street) <u>BETHESDA MD 20814</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RLJ Lodging Trust [ RLJ ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2011</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Shares	05/16/2011		D		500 <sup>(1)</sup>	D	\$1	200	D	
Common Shares	05/16/2011		A		621,910 <sup>(2)</sup>	A	\$0	622,110	D	
Common Shares	05/16/2011		A		385,000 <sup>(3)</sup>	A	\$0	1,007,110	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. 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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	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				
Units	(4)	05/16/2011		A <sup>(4)</sup>		156,450		05/10/2012	(4)	Common Shares	156,450	\$0	156,450	D	

**Explanation of Responses:**

- 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.
- Represents 621,910 common shares received by Mr. Baltimore in connection with the Company's formation transactions.
- Concurrently with the closing of the Company's initial public offering, the Company granted 385,000 restricted shares to Mr. Baltimore, vesting ratably on each of the first 16 quarterly anniversaries of the date of grant, under the Company's 2011 Equity Incentive Plan.
- Represents 156,450 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. Baltimore 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.

**Remarks:**

/s/ Anita Cooke Wells,  
Attorney-In-Fact

05/16/2011

\*\* Signature of Reporting Person Date

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.

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