

GMH Communities Trust
 Form 4
 October 03, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
EASTWOOD JAMES W

(Last) (First) (Middle)

C/O GMH COMMUNITIES TRUST, 10 CAMPUS BOULEVARD

(Street)

NEWTOWN SQUARE, PA 19073

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GMH Communities Trust [GCT]

3. Date of Earliest Transaction
 (Month/Day/Year)
09/29/2005

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)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Shares | 09/29/2005 | | P | | 1,000 A \$ 14.40 ⁽¹⁾ | D | |
| Common Shares | 09/29/2005 | | P | | 1,000 A \$ 14.45 ⁽¹⁾ | D | |
| Common Shares | 09/29/2005 | | P | | 4,000 A \$ 14.50 ⁽¹⁾ | D | |
| Common Shares | 09/29/2005 | | P | | 2,000 A \$ 14.48 ⁽²⁾ | D | |
| Common Shares | 09/29/2005 | | P | | 2,000 A \$ 14.58 ⁽¹⁾ | D | |

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| | | | | | | | | |
|---------------|------------|------------------|-------|---|---------------------|------------------|---|-----------|
| Common Shares | 09/29/2005 | J ⁽²⁾ | 6,550 | A | \$ 14.25 | 0 ⁽¹⁾ | D | |
| Common Shares | 09/30/2005 | A ⁽³⁾ | 682 | A | \$ 0 ⁽³⁾ | 91,520 | D | |
| Common Shares | | | | | | 10,000 | I | by Spouse |

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

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 control number.

SEC 1474
(9-02)

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. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EASTWOOD JAMES W C/O GMH COMMUNITIES TRUST 10 CAMPUS BOULEVARD NEWTOWN SQUARE, PA 19073 | X | | | |

Signatures

Theresa Miller, attorney-in-fact for James W. Eastwood 10/03/2005

__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) See row 7 for total securities beneficially owned following the transactions reported on this form.

(2) Common Shares were acquired pursuant to the issuers directed share program in connection with an underwritten registered public offering.

(3) Constitutes restricted shares granted under the GMH Communities Trust Equity incentive plan, which shares will vest in annual installments over 3 years. The shares were granted in consideration of an annual non-employee trustee fee payable in the form of restricted shares, based on closing price of GMH Communities Trust Common Shares on September 30, 2005 (\$14.67).

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.