

Pebblebrook Hotel Trust  
 Form 4  
 January 05, 2015

**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 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 \*  
**Martz Raymond D**

(Last) (First) (Middle)  
 7315 WISCONSIN AVE, SUITE  
 1100 WEST  
 (Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Pebblebrook Hotel Trust [PEB]**

3. Date of Earliest Transaction (Month/Day/Year)  
 12/31/2014

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)  
 Exec VP, CFO, Treasurer, Secre

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Shares	12/31/2014		M		36,705 A <u>(1)</u>	151,298	D
Common Shares	01/02/2015		F		2,952 <u>(2)</u> \$ 45.63	148,346	D

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

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SEC 1474 (9-02)

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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)	8. Pr Deriv Secur (Instr	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
LTIP Class A Units	(1) (3)	12/31/2014		M	52,904 (1)	(3)	(3)	Common Shares	52,904 (1)
LTIP Class B Units	(4)					(4)	(4)	Common Shares	58,821

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martz Raymond D 7315 WISCONSIN AVE SUITE 1100 WEST BETHESDA, MD 20814			Exec VP, CFO, Treasurer, Secre	

## Signatures

/s/ Andrew H. Dittamo, as attorney-in-fact

01/05/2015

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) In December 2014, the reporting person converted 52,904 vested restricted units of limited partnership interest ("LTIP Units") in Pebblebrook Hotel L.P. (the "Operating Partnership"), of which Pebblebrook Hotel Trust (the "Issuer") is the general partner, into Common Units of the Operating Partnership on a one-for-one basis. On December 31, 2014, the reporting person tendered 52,904 Common Units to the Operating Partnership for redemption. 36,705 of the Common Units were redeemed for an aggregate of 36,705 common shares of beneficial interest, \$0.01 par value per share, of the Issuer ("Common Shares") and 16,199 Common Units were redeemed for cash.

(2) Represents Common Shares sold to the Issuer as payment of tax withholding due upon vesting of 8,488 restricted Common Shares on January 2, 2015.

(3) Vested LTIP Units, upon achieving parity with Common Units pursuant to the terms of the partnership agreement, may be converted at any time, at the election of the holder, for Common Units on a one-for-one basis. The LTIP Units have no expiration date. The LTIP Units were issued pursuant to the Issuer's 2009 Equity Incentive Plan.

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- Represents restricted units of limited partnership interest ("LTIP Class B Units") in Pebblebrook Hotel, L.P. (the "Operating Partnership"), of which the Issuer is the general partner. Vested LTIP Class B Units, upon achieving parity with the Operating Partnership units pursuant to the terms of the partnership agreement, may be exchanged at any time, at the election of the holder, for Operating Partnership units on a one-for-one basis or, at the Operating Partnership's option, an equivalent amount of cash. 11,764 LTIP Class B Units will vest on each of January 1, 2016, January 1, 2017, January 1, 2018, and January 1, 2019, and 11,765 LTIP Class B Units will vest on January 1, 2020 subject to the reporting person's continued employment with the Issuer. The LTIP Class B Units have no expiration date. The LTIP Class B Units were issued pursuant to the Issuer's 2009 Equity Incentive Plan as amended and restated.
- (4)

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.