

Holloway Gary M
Form 4
November 04, 2004

FORM 4

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

OMB APPROVAL

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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 *
Holloway Gary M

(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)
11/02/2004

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)
Pres.,CEO& Bd. Trustees Chrmn.

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)
				(A) or (D)	Price		
				Code	V	Amount	
Common Shares						11,550	I by spouse
Common Shares	11/02/2004		J(1)	1,000	D	0	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Partnership Units	(2)	11/02/2004		J(4)	15,543,503	(2)	(2)	Common Shares	15,543,503
Partnership Units	(2)	11/02/2004		J(5)	1,315,791	(2)	(2)	Common Shares	1,315,791

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Holloway Gary M C/O GMH COMMUNITIES TRUST 10 CAMPUS BOULEVARD NEWTOWN SQUARE, PA 19073	X		Pres., CEO & Bd. Trustees Chrmn.	

Signatures

/s/ Theresa Miller, attorney-in-fact for Gary M. Holloway, Sr. 11/04/2004

**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 connection with the closing of the initial public offering of GMH Communities Trust, these 1000 common shares, which were originally issued as founder's shares upon formation of the entity, were canceled.
- (2) Pursuant to Section 8.04 of the Second Amended and Restated Agreement of Limited Partnership of GMH Communities, LP, units of the operating partnership held by Mr. Holloway may be redeemed, subject to certain conditions, for common shares of GMH Communities Trust on a one-for-one basis, subject to adjustments for stock splits, dividends, recapitalizations and similar events, or for a cash amount equal to the value of common shares for which the units would otherwise be redeemed.
- (3) The units are held through multiple entities affiliated with Mr. Holloway, each of which is 100% owned by Mr. Holloway.
- (4) The units were acquired in connection with the contribution of various assets owned by Mr. Holloway to GMH Communities, LP, the operating partnership of GMH Communities Trust.
- (5) The units were acquired in connection with the contribution of various assets owned by entities affiliated with Mr. Holloway to GMH Communities, LP.

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.