

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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>PRUDENTIAL FINANCIAL INC</u> (Last) (First) (Middle) <u>751 BROAD ST</u> (Street) <u>NEWARK NJ 07102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>STRATEGIC HOTEL CAPITAL INC [SLH]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ☒ Director ☒ 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/29/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<u>Common Stock</u>	<u>09/29/2005</u>		<u>C</u>		<u>1,035,768</u>	<u>A</u>	<u>\$0⁽¹⁾</u>	<u>5,308,615</u>	<u>I</u>	<u>See Note 2⁽²⁾</u>

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				
<u>Units (right to acquire)</u>	<u>\$0⁽³⁾</u>	<u>09/29/2005</u>		<u>C</u>			<u>1,035,768</u>	<u>(4)</u>	<u>(4)</u>	<u>Common Stock</u>	<u>1,035,768</u>	<u>\$0</u>	<u>244,878</u>	<u>I</u>	<u>See Note 5⁽⁵⁾</u>

Explanation of Responses:

1. The common stock of Strategic Hotel Capital, Inc. ("SHC") was acquired in exchange for an equal number of units. See Notes 3 and 4.
2. Securities are held indirectly through The Prudential Insurance Company of America, Prudential Investment Management, Inc., PIC Realty Corporation, Prudential Assets, LLC, Strategic Value Investors, LLC, SVI(SHC/Houston) Redemption Vehicle, LLC, and (SHC/Olayan) Redemption Vehicle, LLC (collectively, the "Prudential holders").
3. Holders of units are entitled to present them for redemption for a cash amount equal to the then-fair market value of an equal number of shares of SHC common stock or, in SHC's sole discretion, an equal number of shares of SHC common stock.
4. Units are immediately eligible to be presented for redemption on a one-for-one basis and have no expiration date.
5. Securities are held indirectly through the Prudential holders, all of which are members of Strategic Hotel Capital, LLC ("SHC LLC"). SHC LLC, directly and indirectly through Strategic Hotel Capital Limited Partnership, an affiliate of SHC LLC, holds the securities shown for the Prudential holders and others. The reporting person disclaims beneficial ownership except to the extent of its pecuniary interest in those units, and this report shall not be deemed an admission that the reporting person is the beneficial owner for purposes of Section 16 or for any other purpose.

Robert M. Falzon 10/03/2005
** 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.
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.