

Williams John L
Form 4
September 22, 2011

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 *
Williams John L

2. Issuer Name and Ticker or Trading Symbol
DiamondRock Hospitality Co [DRH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
President and COO

C/O DIAMONDROCK
HOSPITALITY COMPANY, 3
BETHESDA METRO CENTER,
SUITE 1500

(Street)

4. If Amendment, Date 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

BETHESDA, MD 20814

(City) (State) (Zip)

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) | Amount | Price | |
| | | | | Code | V | Amount | Price |
| Common stock, par value \$0.01 per share | 09/20/2011 | | A | (1) | 1,688 | \$ 0 | 787,775 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. Price of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| Market stock units ⁽²⁾ | \$ 0 | 09/20/2011 | | A | 0 ⁽³⁾ | ⁽⁴⁾ 02/27/2013 | Common stock 353 ⁽⁵⁾ | \$ 0 |
| Market stock units ⁽²⁾ | \$ 0 | 09/20/2011 | | A | 0 ⁽³⁾ | ⁽⁴⁾ 02/27/2014 | Common stock 260 ⁽⁵⁾ | \$ 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Williams John L C/O DIAMONDROCK HOSPITALITY COMPANY 3 BETHESDA METRO CENTER, SUITE 1500 BETHESDA, MD 20814 | X | | President and COO | |

Signatures

/s/ William J. Tennis,
attorney-in-fact

09/22/2011

__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) Additional restricted shares awarded in connection with the reinvestment of a dividend as required by the terms of the restricted stock award.

(2) This Form 4 report relates to dividends issued on shares of common stock underlying previously issued Market Stock Units. Market Stock Units represent the right to receive shares of common stock, subject to certain conditions. Market Stock Units vest 3 years after issuance and are converted into a number of shares of common stock depending on total shareholder return over the vesting period.

(3) No additional Market Stock Units were granted. This Form 4 reports the dividends related to the underlying common stock on Market Stock Units previously issued.

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- (4) The Market Stock Units (and the underlying common stock and dividends) do not have an Exercisable Date. The Market Stock Units vest 3 years from the date of issue and convert into a certain number of shares of common stock as discussed in Footnote 1.

Represents the maximum number of shares that may be issued with respect to the dividends paid. The actual amount of shares issued with respect to the dividends will depend on the number of shares of common stock issued pursuant to the Market Stock Unit Agreement at the end of the vesting period.

- (6) Represents the maximum payout.

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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