

Johnson Jay LeCoryelle
 Form 4/A
 March 20, 2019

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 *
 Johnson Jay LeCoryelle

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)
 C/O DIAMONDROCK
 HOSPITALITY COMPANY, 2
 BETHESDA METRO CENTER,
 SUITE 1400

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP & Chief Financial Officer

(Street)
 BETHESDA, MD 20814

4. If Amendment, Date Original Filed(Month/Day/Year)
 03/05/2019

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common stock, par value \$0.01 per share	03/01/2019		A	(1)	0	(1)	\$ 0	26,647	(1)	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)

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 or Value of Underlying Securities (Instr. 3 and 4)
LTIP Units ⁽²⁾	<u>(3)</u>	03/01/2019		A	37,559	<u>(3)(4)</u> <u>(3)</u>	Common stock, par value \$0.01 per share	37,559

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Jay LeCoryelle C/O DIAMONDROCK HOSPITALITY COMPANY 2 BETHESDA METRO CENTER, SUITE 1400 BETHESDA, MD 20814			EVP & Chief Financial Officer	

Signatures

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

03/20/2019

__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) This amendment is being filed to correct the type of security granted to the reporting person. The original report stated that the reporting person was granted restricted stock. Instead, he was granted LTIP units. Column 5 of Table 1 reflects the number of shares of the Issuer's common stock owned by the reporting person as of March 1, 2019.
- (2) Represents LTIP Units in DiamondRock Hospitality Limited Partnership ("DRHLP"), of which the Issuer is the general partner.
- Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit will be converted automatically into a common unit of limited partnership interest in DRHLP ("Common OP Unit"). Each Common OP Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the holder, for cash equal to the then fair market value of a share of the Issuer's common stock, except that the Issuer may, at its election, acquire each Common OP Unit so presented for one share of common stock. The conversion feature of vested LTIP Units and the redemption rights for Common OP Units do not have expiration dates.
- (3)
- (4) The LTIP Units vest in three annual installments beginning on February 27, 2020.

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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