| SEC Form 4 |  |
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## FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL             |     |  |  |  |  |  |  |  |  |
|--------------------------|-----|--|--|--|--|--|--|--|--|
| OMB Number: 3235-0287    |     |  |  |  |  |  |  |  |  |
| Estimated average burden |     |  |  |  |  |  |  |  |  |
| hours per response:      | 0.5 |  |  |  |  |  |  |  |  |

| 1. Name and Address of Reporting Ferson |            |                 | 2. Issuer Name <b>and</b> Ticker or Trading Symbol DiamondRock Hospitality Co [DRH] | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable) |                                   |                      |  |  |  |
|---|------------|-----------------|---|--|-----------------------------------|----------------------|--|--|--|
| <u>Brugger Mar</u>                      | <u>K W</u> |                 |   | X  | Director                          | 10% Owner            |  |  |  |
|   |            |                 |   | x  | Officer (give title               | Other (specify       |  |  |  |
| (Last)                                  | (First)    | (Middle)        | 3. Date of Earliest Transaction (Month/Day/Year)                                    |  | below)                            | below)               |  |  |  |
| C/O DIAMONDROCK HOSPITALITY COMPANY     |            |                 | 02/26/2016  |  | President and                     | l CEO                |  |  |  |
| 3 BETHESDA                              | METRO CEN  | TER, SUITE 1500 |   |  |                                   |                      |  |  |  |
| p                                       |            |                 | 4. If Amendment, Date of Original Filed (Month/Day/Year)                            |  | vidual or Joint/Group Filir       | ig (Check Applicable |  |  |  |
| (Street)                                |            |                 |   | Line)  |                                   |                      |  |  |  |
| BETHESDA                                | MD         | 20814           |   |  | Form filed by One Rep             | porting Person       |  |  |  |
|   |            |                 |   |  | Form filed by More that<br>Person | an One Reporting     |  |  |  |
| (City)                                  | (State)    | (Zip)           |   |  |                                   |                      |  |  |  |

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3)          | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transa<br>Code (<br>8) |   |            |               |                   | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|--|--|---|------------------------------|---|------------|---------------|-------------------|---|---|---|--|
|  |  |   | Code                         | v | Amount     | (A) or<br>(D) | Price             | Transaction(s)<br>(Instr. 3 and 4)  |   | (instr. 4)  |  |
| Common stock, par value \$0.01 per share | 02/26/2016                                 |   | A                            |   | 125,022(1) | A             | \$ <mark>0</mark> | 1,214,460   | D   |   |  |
| Common stock, par value \$0.01 per share | 02/29/2016                                 |   | F                            |   | 38,803     | D             | \$8.9             | 1,175,657   | D   |   |  |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4<br>and 5) |     | Amour<br>Securi<br>Underl<br>Deriva | itle and<br>ount of<br>urities<br>derlying<br>uritity<br>turity (Instr. 3)<br>1 4)<br>B. Price of<br>Derivative<br>Security<br>(Instr. 5)<br>(Instr. 5) |       | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|---|---|--|---|------------------------------|---|---|-----|-------------------------------------|---|-------|--|--|--|--|--|
|   |   |  |   | Code                         | v | (A)   | (D) | Date<br>Exercisable                 | Expiration<br>Date  | Title | Amount<br>or<br>Number<br>of<br>Shares   |  |  |  |  |

Explanation of Responses:

1. Represents shares of common stock earned for performance stock units previously granted to the reporting person for the three-year performance period that ended on February 26, 2016. The reporting person elected to defer receipt of all such shares pursuant to the DiamondRock Hospitality Company deferred compensation plan.

## **Remarks:**

/s/ William J. Tennis, attorneyin-fact 03/01/2016

\*\* 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.