SEC Form 4

UNITED STATES SECURITIES AN	ID EXCHANGE COMMISSION
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Washington, D.C. 20549

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OMB Number:	3235-0287
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	Section 16. Form 4 or Form 5
\cup	obligations may continue. See
	Instruction 1(b).

Check this box if no longer subject to

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 ion 30(h) of the ny Act of 1040 or So

1. Name and Address of Reporting Person [*] Brugger Mark W			2. Issuer Name and Ticker or Trading Symbol <u>DiamondRock Hospitality Co</u> [DRH]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Diuggei Mark w				X	Director	10% Owner			
(Last) (First) (Middle) C/O DIAMONDROCK HOSPITALITY COMPANY 3 BETHESDA METRO CENTER, SUITE 1500		PITALITY COMPANY	3. Date of Earliest Transaction (Month/Day/Year) 03/04/2011	- x	Officer (give title below) Chief Executiv	Other (specify below) e Officer			
5 DE I NESDA	METRO CEN	IER, SUITE 1500	4. If Amendment, Date of Original Filed (Month/Day/Year)	6 India	idual or Joint/Group Filin	a (Chaok Applicable			
(Street) BETHESDA	MD	20814	03/08/2011	Line)	Form filed by One Rep Form filed by More that	oorting Person			
(City)	(State)	(Zip)			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. Transa Code (8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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

2. Conversion	3. Transaction	3A. Deemed					i							
or Exercise Price of Derivative Security	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		e Security	9. Number of derivative Securities Beneficially Owned Following Reported	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		(Instr. 4)		
(1)	03/04/2011		Α		55,845 ⁽²⁾		(1)	02/27/2014	Common stock	55 , 845 ⁽²⁾	\$0.00	112,836 ⁽²⁾	D	
	Price of Derivative Security (1)	Price of Derivative Security	Price of Derivative Security (Month/Day/Year) (1) 03/04/2011	Price of Derivative Security (Month/Day/Year) 8) (1) 03/04/2011 A	Price of Derivative Security (Month/Day/Year) 8) (1) 03/04/2011 A	Price of Derivative Security Month/Day/Year) 8) Acquired or Dispos of (D) (Ins 4 and 5) (1) 03/04/2011 A S5,845 ⁽²⁾	Price of Derivative Security (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (1) 03/04/2011 A (A) 55,845 ⁽²⁾	Price of Derivative Security (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Exercisable (1) 03/04/2011 A A 55,845 ⁽²⁾ (1)	Price of Derivative Security (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (1) 03/04/2011 Acquired (A) (A) (B) Date Exercisable Expiration Date (1) 03/04/2011 A (A) (D) (I) 02/27/2014	Price of Derivative Security (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Security (I 4) Security (I 4) (1) 03/04/2011 Acquired (A) V (A) (D) Date Exercisable Expiration Date Title (1) 03/04/2011 Acquired (A) 55,845 ⁽²⁾ I (1) 02/27/2014 Common stock	$\begin{array}{c c c c c c c c c c c c c c c c c c c $	Price of Derivative Security (Month/Day/Year) 8) Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Security Security (Instr. 3 and 4) Security (Instr. 3 and 4) Instruction (1) 03/04/2011 Acquired (A) V (A) (D) Date Exercisable Expiration Date Amount or Number of Shares Amount or Number of Shares (1) 03/04/2011 A A 55,845 ⁽²⁾ Image: A mount of (D) Solution Sol	$\begin{array}{c c c c c c c c c c c c c c c c c c c $	$\begin{array}{c c c c c c c c c c c c c c c c c c c $

Explanation of Responses:

1. (0-55,845 shares). Each market stock unit represents the contingent right to receive one share of DRH common stock. Market stock units will vest on DRH's total stockholder return achieving certain levels over the vesting period. The actual number of market stock units received is subject to the achievement of those levels and will vest on February 27, 2014. Amends previously reported maximum number of units. 2. Represents the maximum payout. Amends previously reported maximum number of units.

Remarks:

/s/ William J. Tennis. attorneyin-fact

03/10/2011

** 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.