

Williams John L  
 Form 4/A  
 March 10, 2011

**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 \*  
 Williams John L

(Last) (First) (Middle)

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

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DiamondRock Hospitality Co [DRH]

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

03/04/2011

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

03/08/2011

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)**

## Edgar Filing: Williams John L - Form 4/A

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                     |                    |                 |                                  |
|---|--|---|---|--------------------------------------|---|--|---|---------------------|--------------------|-----------------|----------------------------------|
|   |  |   |   | Code                                 | V   | (A)  | (D)   | Date<br>Exercisable | Expiration<br>Date | Title           | Amount of<br>Number of<br>Shares |
| Market<br>stock<br>units                            | (1)  | 03/04/2011                              |   | A                                    |   | 23,734.5<br>(2)  |   | (1)                 | 02/27/2014         | Common<br>stock | 23,734.<br>(2)                   |

## Reporting Owners

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

## Signatures

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

03/10/2011

Date

\*\*Signature of Reporting Person

## 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) (0-23,734.50 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.

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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