

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-11** | Period of Report: **2013-01-10**  
SEC Accession No. [0001209191-13-002905](#)

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### REPORTING OWNER

**Williams John L**

CIK: **1320020**

Type: **4** | Act: **34** | File No.: **001-32514** | Film No.: **13525933**

Mailing Address  
C/O DIAMONDROCK  
HOSPITALITY COMPANY  
10400 FERNWOOD ROAD,  
SUITE 3000  
BETHESDA MD 20817

### ISSUER

**DiamondRock Hospitality Co**

CIK: **1298946** | IRS No.: **000000000** | Fiscal Year End: **1231**

SIC: **6798** Real estate investment trusts

Mailing Address  
6903 ROCKLEDGE DRIVE  
SUITE 800  
BETHESDA MD 20817

Business Address  
6903 ROCKLEDGE DRIVE  
SUITE 800  
BETHESDA MD 20817  
240-744-1150

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Williams John L</b>			2. Issuer Name and Ticker or Trading Symbol <b>DiamondRock Hospitality Co [DRH]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President and COO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>					
C/O DIAMONDROCK HOSPITALITY COMPANY, 3 BETHESDA METRO CENTER, SUITE 1500			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>BETHESDA, MD 20814</b>								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common stock, par value \$0.01 per share	01/10/2013		A		230 <sup>(1)</sup>	A \$ 0	790,729	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Market stock units <sup>(2)</sup>	\$ 0	01/10/2013		A		0 <sup>(3)</sup>		<sup>(4)</sup>	02/27/2013	Common stock	294 <sup>(5)</sup>	\$ 0	84,642 <sup>(6)</sup>	D	

Market stock units <sup>(2)</sup>	\$ 0	01/10/2013		<u>A</u>	0 <sup>(3)</sup>	(4)	02/27/2014	Common stock	216 <sup>(5)</sup>	\$ 0	84,642 <sup>(6)</sup>	D	
Market stock units <sup>(2)</sup>	\$ 0	01/10/2013		<u>A</u>	0 <sup>(3)</sup>	(4)	02/27/2015	Common	252 <sup>(5)</sup>	\$ 0	84,642 <sup>(6)</sup>	D	

**Explanation of Responses:**

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 the achievement of certain performance 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.
4. 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 2.
5. Represents the maximum number of shares that may be issued with respect to the dividends paid.
6. Represents the maximum total number of shares that may be issued with respect to the aggregate number of Market Stock Units issued.

**Signatures**

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

\*\* Signature of Reporting Person

01/11/2013

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.**