Mahoney Sean M Form 4/A March 10, 2011

## 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 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)

(Last)

1. Name and Address of Reporting Person \* Mahoney Sean M

> (First) (Middle)

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

(Street)

BETHESDA, MD 20814

2. Issuer Name and Ticker or Trading Symbol

DiamondRock Hospitality Co [DRH]

(Month/Day/Year) 03/04/2011

3. Date of Earliest Transaction

4. If Amendment, Date Original

03/08/2011

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

below)

Director

X\_ Officer (give title

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year)

(State)

Execution Date, if (Month/Day/Year)

(Zip)

3. Code (Instr. 8)

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

4. Securities

(A)

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

Form: Direct (Instr. 4)

6. Ownership 7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

10% Owner Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

**EVP Chief Financial Officer** 

Estimated average

burden hours per

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

#### Edgar Filing: Mahoney Sean M - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities
			Code V	(A) (D	) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Market stock units	<u>(1)</u>	03/04/2011	A	15,357 (2)	<u>(1)</u>	02/27/2014	Common stock	15,357 (2)

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Mahoney Sean M C/O DIAMONDROCK HOSPITALITY COMPANY 3 BETHESDA METRO CENTER, SUITE 1500 BETHESDA, MD 20814

**EVP Chief Financial Officer** 

## **Signatures**

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

03/10/2011

\*\*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).
  - (0-15,357 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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