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Tennis Willia	m J										
Form 4 September 20	. 2012										
	Л									PPROVAL	
	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287			
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation	er STATH 5. Filed p	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								Expires: January 31 2005 Estimated average burden hours per response 0.5	
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section See Instruction 30(h) of the Investment Company Act of 1940 1(b).											
(Print or Type Ro	esponses)										
Tennis William J Syml			Symbol	2. Issuer Name and Ticker or Trading Symbol DiamondRock Hospitality Co [DRH]				5. Relationship of Reporting Person(s) to Issuer			
(Mon				rate of Earliest Transaction onth/Day/Year) 19/2012				(Check all applicable) Director 10% Owner X_ Officer (give title Other (specify below) EVP and General Counsel			
				ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 			
(City)	(State)	(Zip)	Table	I - Non-De	rivative S	Securi	ties A <i>c</i> i	quired, Disposed o	f or Beneficial	llv Owned	
1.Title of Security (Instr. 3)	.Title of ecurity2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date,		med on Date, if	3.4. SecuritiesfTransactionAcquired (A) orCodeDisposed of (D)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of	
Common stock, par value \$0.01 per share	09/19/2012			Code V	Amount 123 (1)	(D)	Price \$ 0	(Instr. 3 and 4) 102,015	D		

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerce Expiration D (Month/Day/	Date Underlying Secur		Securities	8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Market stock units (2)	\$ 0	09/19/2012		А	0 (3)	<u>(4)</u>	02/27/2013	Common stock	157.5 <u>(5)</u>	\$ C
Market stock units (2)	\$ 0	09/19/2012		А	0 (3)	<u>(4)</u>	02/27/2014	Common stock	115.5 <u>(5)</u>	\$ C
Market stock units (2)	\$ 0	09/19/2012		А	0 (3)	(4)	02/27/2015	Common	135 <u>(5)</u>	\$ C

Reporting Owners

Reporting Owner Name / Address	Relationships					
r g a a a a a a a	Director	10% Owner	Officer	Other		
Tennis William J C/O DIAMONDROCK HOSPITALITY COMPANY 3 BETHESDA METRO CENTER, SUITE 1500 BETHESDA, MD 20814			EVP and General Counsel			

Signatures

/s/ William J. Tennis 09/20/2012 <u>**</u>Signature of Date 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) Additional restricted shares awarded in connection with the reinvestment of a dividend as required by the terms of the restricted stock award.

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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

- (2) 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.

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.