Healy Thomas G. Form 4 March 05, 2019

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SECURITIES

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

January 31, Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

2005 Estimated average

0.5

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 may continue. 30(h) of the Investment Company Act of 1940

burden hours per response...

5 Relationship of Reporting Person(s) to

See Instruction 1(b).

(City)

(Print or Type Responses)

1 Name and Address of Reporting Person *

(State)

(Zip)

Healy Thomas G.			Symbol DiamondRock Hospitality Co [DRH]	Issuer (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner				
C/O DIAMONDROCK HOSPITALITY COMPANY, 2 BETHESDA METRO CENTER, SUITE 1400			03/01/2019	X_ Officer (give title Other (specification) EVP & Chief Operating Officer				
(Street) BETHESDA, MD 20814			4. If Amendment, Date Original Filed(Month/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				

Table I - Non-Derivative	Socurities /	Leanired D	hieracad of	or Ronoficially	Owned

(- 3)	(******)	1 abie	: 1 - Non-De	erivative Se	ecuriti	es Acq	uirea, Disposea o	i, or Beneficial	ly Ownea	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Common stock, par value \$0.01 per share	03/01/2019		A	37,559 (1)	A	\$ 0	103,638	D		

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.

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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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

10% Owner Officer Other Director

Healy Thomas G. C/O DIAMONDROCK HOSPITALITY **COMPANY** 2 BETHESDA METRO CENTER, SUITE 1400 BETHESDA, MD 20814

EVP & Chief Operating Officer

Signatures

/s/ William J. Tennis, 03/05/2019 attorney-in-fact

**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).
- (1) Annual grant of restricted stock. One third of the restricted stock will vest annually beginning on February 27, 2020.

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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