

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Mahoney Sean M</u>  (Last) (First) (Middle) <u>C/O DIAMONDROCK HOSPITALITY COMPANY</u> <u>3 BETHESDA METRO CENTER, SUITE 1500</u>  (Street) <u>BETHESDA MD 20814</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>DiamondRock Hospitality Co [ DRH ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/04/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>03/08/2011</u>	

**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			

**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: 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	(1)	03/04/2011		A		15,357 <sup>(2)</sup>		(1)	02/27/2014	Common stock	15,357 <sup>(2)</sup>	\$0.00	34,354.5 <sup>(2)</sup>	D	

**Explanation of Responses:**

- (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.
- Represents the maximum payout. Amends previously reported maximum number of units.

**Remarks:**

/s/ William J. Tennis, attorney-in-fact 03/10/2011

\*\* Signature of Reporting Person 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.