

Tennis William J  
Form 4  
March 01, 2013

**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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tennis William J

(Last) (First) (Middle)

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

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

DiamondRock Hospitality Co [DRH]

3. Date of Earliest Transaction  
(Month/Day/Year)

02/27/2013

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

EVP and General Counsel

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 Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>stock, par<br>value \$0.01<br>per share | 02/27/2013                              |                                                             | F                                       | 14,285 D                                                            | \$ 8.84 87,865                                                                                                     | D                                                                    |                                         |
| Common<br>stock, par<br>value \$0.01<br>per share | 02/27/2013                              |                                                             | M                                       | 15,436<br>(1) A                                                     | \$ 0 103,301                                                                                                       | D                                                                    |                                         |
| Common<br>stock, par                              | 02/27/2013                              |                                                             | F                                       | 4,910 D                                                             | \$ 8.84 98,391                                                                                                     | D                                                                    |                                         |

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value \$0.01  
per share

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of Shares |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------------------|
| Market<br>stock<br>units                            | \$ 0                                                               | 02/27/2013                              |                                                             | M                                    | 13,525                                                                                                       | <u>(2)</u> 02/27/2013                                          | Common<br>stock                                                     | 15,436<br><u>(1)</u>                   |

## Reporting Owners

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

## Signatures

/s/ William J.  
Tennis 03/01/2013

\_\_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).

Relates to vesting of Market Stock Units issued on March 3, 2010. Market Stock Units represent the right to receive shares of common  
(1) 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.

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- (2) 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 1.
- (3) Represents the maximum total number of shares that may be issued with respect to the aggregate number of Market Stock Units issued but not vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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