Brugger Mark W Form 4 March 07, 2012

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

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

obligations

ashington, D.C. 20549

Number:

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January 31,

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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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person _ Brugger Mark W			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			DiamondRock Hospitality Co [DRH]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
C/O DIAMO HOSPITALI BETHESDA SUITE 1500	TY COMPA METRO C	· ·	(Month/Day/Year) 03/05/2012	X Director 10% OwnerX Officer (give title Other (specification) below) Chief Executive Officer			
BETHESDA	(Street)	1	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			
(City)	(State)	(Zin)		Person			

(City)	(State) (Table Table	e I - Non-D	erivative Sec	curities	Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities on(A) or Dispo			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 a	and 5)		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common stock, par				152,439					
stock, pui	02/05/2012		٨	152, 157	۸ (ተ ለ	050 161	D	

value \$0.01 03/05/2012 A 132,439 A \$ 0 858,464 D

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)

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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. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number of Shares
Market stock units (2)	\$ 0	03/05/2012		A	67,324.5 (3)		<u>(4)</u>	02/27/2015	Common stock	67,324.3

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Brugger Mark W C/O DIAMONDROCK HOSPITALITY COMPANY 3 BETHESDA METRO CENTER, SUITE 1500 BETHESDA, MD 20814	X		Chief Executive Officer			

Signatures

/s/ William J. Tennis, attorney-in-fact 03/07/2012

**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, 2013.
 - Market Stock Units represent the right to receive shares of common stock, subject to the achievement of certain performance conditions.
- (2) 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) Represents the maximum number of shares that may be issued with respect to the Market Stock Units issued. The actual number of shares issued, if any, will depend on the total shareholder return at the end of the vesting period.
- (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 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.

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