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MCCARTEN WILLIAM W

Form 4

October 14, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

OMB APPROVAL

response...

burden hours per

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

obligations

Check this box

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

2. Issuer Name and Ticker or Trading

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MCCARTEN WILLIAM W			Symbol					Issuer		
			DiamondRock Hospitality Co [DRH]				[DRH]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of	3. Date of Earliest Transaction				(5		,
C/O DIAM HOSPITAI BETHESD SUITE 150	(Month/Day/Year) 10/13/2010				-	_X_ Director Officer (give to below)		Owner er (specify		
	(Street)		4. If Am	endment, D	ate Origina	ıl	6	6. Individual or Jo	int/Group Filir	1g(Check
				Filed(Month/Day/Year)				Applicable Line)		
BETHESD	A, MD 20814						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deem (Month/Day/Year) Execution any (Month/Day/Year)		n Date, if	3. Transactio Code (Instr. 8)	4. Securities Acquired (A iomr Disposed of (D) (Instr. 3, 4 and 5) (A) or			Securities Beneficially Owned Following Reported Transaction(s)	ecurities Ownership eneficially Form: wned Direct (D) ollowing or Indirect eported (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock, par value \$0.01	10/13/2010			Code V S(1)	Amount 13,000	(D)	Price \$ 10.5	496,586	D	
Common stock, par value \$0.01	10/13/2010			S <u>(1)</u>	21,700	D	\$ 10.51	474,886	D	
Common stock, par	10/13/2010			S <u>(1)</u>	5,000	D	\$ 10.52	469,886	D	

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value \$0.01

Common

stock, par value 10/13/2010 $S_{\underline{}}^{(1)}$ 300 D ${}^{\$}$ 469,586 D

\$0.01

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

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 control number.

SEC 1474

(9-02)

9. Nu

Deriv

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Repo

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Shares

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

1. Title of 3. Transaction Date 3A. Deemed 8. Price of 4. 5. 6. Date Exercisable and 7. Title and Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber **Expiration Date** Amount of Derivative or Exercise Code (Month/Day/Year) Underlying Security Security of (Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities (Instr. 5) Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Amount or Expiration Title Number Exercisable Date of

Code V (A) (D)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

X

MCCARTEN WILLIAM W C/O DIAMONDROCK HOSPITALITY COMPANY 3 BETHESDA METRO CENTER, SUITE 1500 BETHESDA, MD 20814

Signatures

/s/ William J. Tennis, attorney-in-fact

**Signature of Reporting Person Date

Reporting Owners 2

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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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 3, 2010.

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.