

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |  |
|---|---|--|
| 1. Name and Address of Reporting Person*<br><b>MARRIOTT J W JR</b><br><br>(Last) (First) (Middle)<br><b>10400 FERNWOOD ROAD</b><br><br>(Street)<br><b>BETHESDA MD 20817</b><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><b>MARRIOTT INTERNATIONAL INC</b><br><b>/MD/ [ MAR ]</b> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><br><b>Chairman &amp; CEO</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/14/2012</b>                                   |  |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br><input type="checkbox"/> Form filed by More than One Reporting Person   |

**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                  |   |  |   |
| Class A Common Stock            | 03/14/2012                           |  | S                              |   | 70,000  | D          | \$38.21 <sup>(1)</sup> | 725,822   | I  | Trustee 8 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 1,526,184   | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 308,548   | I  | 401(k) account  |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 17,000  | I  | Beneficiary <sup>(2)</sup>                            |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 9,076,188   | I  | By Ltd Partnership - TPV <sup>(2)</sup>               |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 10,710,082  | I  | By-Corp <sup>(2)</sup>                                |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 320,000   | I  | GP/Partnership <sup>(2)</sup>                         |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 2,243,568   | I  | Sp Trustee 1 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 13,220  | I  | Sp Trustee 2 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 16,504  | I  | Sp Trustee 3 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 16,504  | I  | Sp Trustee 4 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 19,468  | I  | Sp Trustee 5 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 19,468  | I  | Sp Trustee 6 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 10,108  | I  | Sp Trustee 7 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 279,470   | I  | Spouse <sup>(2)</sup>                                 |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 2,047,620   | I  | The JWM-MAR 2009 Annuity Trust                        |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 832,542   | I  | The JWM-MAR AnnuityTrust                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 496,960   | I  | Trustee 1 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 5,154,896   | I  | Trustee 19 <sup>(2)</sup>                             |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 742,223   | I  | Trustee 2 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 356,119   | I  | Trustee 3 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 495,559   | I  | Trustee 4 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 798,940   | I  | Trustee 5 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 580,915   | I  | Trustee 6 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 558,274   | I  | Trustee 7 <sup>(2)</sup>                              |

**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) | Table 1: Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | 4. Transaction Code (Instr. 8) | 5. Number of 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 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--|--|---|--|
| 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)   | Code                           | (A) (D)   | Date Exercisable   | Expiration Date  | Title                                      | Amount or Number of Shares   |   |  |
| <b>Explanation of Responses:</b>   |  |                                      |  |                                |   |  |  |  |  |   |  |
| 1. Represents the weighted average sale price. The highest price at which shares were sold was \$38.27 and the lowest price at which shares were sold was \$38.20. |  |                                      |  |                                |   |  |  |  |  |   |  |
| 2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.                          |  |                                      |  |                                |   |  |  |  |  |   |  |

Bancroft S. Gordon, Attorney-In-Fact  
 03/15/2012  
 \*\* 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.**