

(TO PROSPECTUS DATED DECEMBER 12, 2001)

The Prospectus dated December 12, 2001 (the "Prospectus") relating to the offer for resale of up to \$470,000,000 aggregate principal amount of Liquid Yield Option Notes (Zero Coupon - Senior) of Marriott International, Inc. ("Marriott") and the shares of Marriott's Class A common stock, par value \$0.01 per share, issuable upon conversion or redemption of the LYONs is hereby amended as follows:

The table beginning on page 39 of the Prospectus is hereby replaced in its entirety with the following table in order to (1) add additional selling securityholders named below that were not included in the table on page 39, (2) update the information in the table regarding all other holders and (3) restate the information in the column labeled "Number of Shares of Common Stock that May be Sold" to reflect conversion of all of the holder's LYONs at a conversion rate of 13.5285 shares of common stock per \$1,000 principal amount at maturity of the LYONs, rounded down to the nearest whole number of shares:

Name	Aggregate Principal Amount of LYONs at Maturity that May be Sold	Percentage of LYONs Outstanding	Number of Shares of Common Stock that May be Sold(1)	Percentage of Common Stock Outstanding(2)
Absolute Return Fund, Ltd.	518,200	*	7,010	*
Allstate Insurance Company	1,500,000	*	20,292	*
Allstate Life Insurance Company	3,500,000	*	47,349	*
Aloha Airlines Non-Pilots Pension Trust	110,000	*	1,488	*
Aloha Pilots Retirement Trust	65,000	*	879	*
American Companies/Michigan Mutual Insurance Company	350,000	*	4,734	*
American Fidelity Assurance Company	175,000	*	2,367	*
Associated Electric and Gas Insurance Services Limited	700,000	*	9,469	*
Bank Austria Cayman Islands, Ltd.	3,000,000	*	40,585	*
Black Diamond Offshore Limited	852,000	*	11,526	*
Blue Cross Blue Shield of Florida	1,000,000	*	13,528	*
C&H Sugar Company Inc.	165,000	*	2,232	*
CapitalCare, Inc.	40,000	*	541	*
CareFirst of Maryland, Inc.	225,000	*	3,043	*
City of Birmingham Retirement & Relief System	900,000	*	12,175	*
Credit Industrial D'Alsace Et De Lorraine	3,500,000	*	47,349	*
Credit Lyonnais Securities (USA) Inc.	8,000,000	1.70	108,228	*
Deutsche Banc Alex Brown Inc.	60,990,000	12.97	825,103	*
Double Black Diamond Offshore LDC	3,938,000	*	53,275	*
Drury University	50,000	*	676	*
FreeState Health Plan, Inc.	50,000	*	676	*
Gala Offshore Master Fund Ltd.	7,500,000	1.60%	101,463	*
Genesee County Employees' Retirement System	350,000	*	4,734	*
GLG Market Neutral Fund	500,000	*	6,764	*

Name	Aggregate Principal Amount of LYONS at Maturity that May be Sold	Percentage of LYONS Outstanding	Number of Shares of Common Stock that May be Sold(1)	Percentage of Common Stock Outstanding(2)
Greek Catholic Union	60,000	*	811	*
Greek Catholic Union II	40,000	*	541	*
Group Hospitalization and Medical Services, Inc.	225,000	*	3,043	*
Hawaiian Airlines Employees Pension Plan-IAM	50,000	*	676	*
Hawaiian Airlines Pension Plan for Salaried Employees	10,000	*	135	*
Hawaiian Airlines Pilots Retirement Plan	100,000	*	1,352	*
HealthNow New York, Inc.	125,000	*	1,691	*
Highbridge International L.L.C.	31,000,000	6.60	419,383	*
Jackson County Employees' Retirement System	175,000	*	2,367	*
KBC Financial Products (Cayman Islands)	6,000,000	1.28	81,171	*
KBC Financial Products USA	1,000,000	*	13,528	*
Lehman Brothers Inc.	56,000,000	11.91	757,596	*
Lexington (IMA) Limited	368,200	*	4,981	*
MLQA Convertible Securities Arbitrage Ltd.	25,000,000	5.32	338,212	*
Morgan Stanley & Co.	15,000,000	3.19	202,927	*
Nashville Electric Service	150,000	*	2,029	*
Nomura Securities International, Inc.	35,000,000	7.45	473,497	*
NORCAL Mutual Insurance Company	475,000	*	6,426	*
OZ Master Fund, Inc.	5,113,600	1.09	69,179	*
Physicians ` Reciprocal Insurers Account #7	1,250,000	*	16,910	*
R2 Investments LDC	44,000,000	9.36	595,254	*
RCG Latitude Master Fund	2,000,000	*	27,057	*
Royal Bank of Canada	19,500,000	4.15	263,805	*
SCI Endowment Care Common Trust Fund - - First Union	110,000	*	1,488	*
SCI Endowment Care Common Trust Fund - - Sun Trust	110,000	*	1,488	*
SCI Endowment Care Common Trust Fund - - National Fiduciary Services	280,000	*	3,787	*
Shepherd Investments International, Ltd.	25,000,000	5.32	338,212	*
Southdown Pension Plan	325,000	*	4,396	*
Southern Farm Bureau Life Insurance	725,000	*	9,808	*
Starvest Managed Portfolio	100,000	*	1,352	*
State of Florida Division of Treasury	2,475,000	*	33,483	*
State of Florida, Office of the Treasurer	2,750,000	*	37,203	*
State of Oregon/SAIF Corporation	3,700,000	*	50,055	*
TD Securities (USA) Inc.	17,000,000	3.62	229,984	*
Tribeca Investments L.L.C.	13,000,000	2.77	175,870	*
US Warburg LLC	8,560,000	1.82	115,803	*
UBS AG London Branch	14,290,000	3.04	193,322	*
Union Carbide Retirement Account	2,100,000	*	28,409	*
Worldwide Transactions Ltd.	210,000	*	2,840	*
Y&H Soda Foundation	85,000	*	1,149	*
All other holders	38,560,000	8.20%	521,658	*
<b>Total</b>	<b>470,000,000</b>	<b>100.00%</b>	<b>6,358,395</b>	<b>2.57%</b>

\* Less than 1%.

1. Assumes conversion of all of the holder's LYONs at a conversion rate of 13.5285 shares of common stock per \$1,000 principal amount at maturity of the LYONs, rounded down to the nearest whole number of shares. However, this conversion rate will be subject to adjustment as described under "Description of LYONs--Conversion Rights." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.
2. Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 241,018,255 shares of common stock outstanding as of November 2, 2001. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's LYONs but did not assume conversion of any other holder's LYONs.