

**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                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0287 |
| Estimated average burden hours per response: | 0.5       |

|  |   |  |
|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>MARRIOTT RICHARD E</u><br><br>(Last) (First) (Middle)<br><u>10400 FERNWOOD ROAD</u><br><br>(Street)<br><u>BETHESDA MD 20817</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MARRIOTT INTERNATIONAL INC</u><br><u>/MD/ [ MAR ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br><br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/21/2007</u>                                   |  |
|  | 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>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            | 02/21/2007                           |  | s                              |   | 54,000  | D          | \$49.6 <sup>(1)</sup> | 1,939,955   | I  | Spouse Trustee  |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 20,756,694  | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 3,382,692   | I  | Other   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 276,397   | I  | Spouse  |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 770,960   | I  | Trustee 1   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 265,756   | I  | Trustee 17  |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 6,060,764   | I  | Trustee 19  |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 785,000   | I  | Trustee 2   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 588,766   | I  | Trustee 3   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 786,960   | I  | Trustee 4   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 798,940   | I  | Trustee 5   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 695,639   | I  | Trustee 6   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 732,274   | I  | Trustee 7   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                       | 787,220   | I  | Trustee 8   |

**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) |   | 6. Date Exercisable and Expiration Date (Month/Day/Year) |     | 7. Title and Amount of Securities 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) |   |  |  |   |  |

**Explanation of Responses:**

1. Represents the weighted average sale price. The highest price at which shares were sold was \$49.70 and the lowest price at which shares were sold was \$49.50.

**Remarks:**

By: Ward R. Cooper, Attorney- 02/21/2007  
In-Fact

\*\* 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.**