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

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 02/06/2006

Marriott International, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-13881

Delaware
(State or other jurisdiction of
incorporation)

52-2055918
(IRS Employer
Identification No.)

10400 Fernwood Road
Bethesda, MD 20817
(Address of principal executive offices, including zip code)

301-380-3000
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On February 6, 2006, the Company filed a Certificate of Elimination for its Capped Convertible Preferred Stock and its ESOP Convertible Preferred Stock with the Secretary of State of Delaware, the Company's state of incorporation, because no shares of either class of preferred stock are outstanding and the Company has no plans to issue such stock. A copy of the Certificate of Elimination is filed as Exhibit 3(i) to this Report.

The Certificate of Elimination has the effect of eliminating certificates of designation for the Capped Convertible Preferred Stock and the ESOP Convertible Preferred Stock from the Company's certificate of incorporation. The Company filed those now eliminated certificates of designation as Exhibits 3.1 and 3.2 to its Quarterly Report on Form 10-Q for the fiscal quarter ended June 16, 2000, and incorporated those certificates of designation by reference as Exhibits 3.4 and 3.5 to its most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits. The following exhibit is furnished with this report:

Exhibit 3(i) - Certificate of Elimination of the Capped Convertible Preferred Stock and the ESOP Convertible Preferred Stock of Marriott International, Inc.

Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Marriott International, Inc.

Date: February 07, 2006

By: /s/ Carl T. Berquist

Carl T. Berquist
Executive Vice President, Financial Information and
Risk Management

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-3.(i).	Certificate of Elimination of the Capped Convertible Preferred Stock and the ESOP Convertible Preferred Stock of Marriott International, Inc.

**CERTIFICATE OF ELIMINATION OF
THE CAPPED CONVERTIBLE PREFERRED STOCK AND
THE ESOP CONVERTIBLE PREFERRED STOCK OF
MARRIOTT INTERNATIONAL, INC.**

Pursuant to Section 151(g)
of the General Corporation Law
of the State of Delaware

Marriott International, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the Amended and Restated Certificate of Incorporation of the Company, as theretofore amended, the Board of Directors of the Company, by resolution duly adopted, authorized the issuance of two series of preferred stock of the Company consisting of one hundred thousand (100,000) shares of Capped Convertible Preferred Stock without par value (the "Capped Preferred Stock") and one hundred thousand (100,000) shares of ESOP Convertible Preferred Stock without par value (the "ESOP Preferred Stock") and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on June 13, 2000, filed Certificates of Designation with respect to such Capped Preferred Stock and ESOP Preferred Stock in the office of the Secretary of State of the State of Delaware.
2. That no shares of such Capped Preferred Stock or ESOP Preferred Stock are outstanding and no shares thereof will be issued subject to such Certificates of Designation.
3. That the Board of Directors of the Company has adopted the following resolutions:

WHEREAS, by resolution of the Board of Directors of the Company and by Certificates of Designation (the "Certificates of Designation") filed in the office of the Secretary of State of the State of Delaware on June 13, 2000, this Company authorized the issuance of two series of preferred stock of the Company consisting of one hundred thousand (100,000) shares of Capped Convertible Preferred Stock without par value (the "Capped Preferred Stock") and one hundred thousand (100,000) shares of ESOP Convertible Preferred Stock without par value (the "ESOP Preferred Stock") and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof; and

WHEREAS, as of the date hereof, no shares of such Capped Preferred Stock or ESOP Preferred Stock are outstanding and no shares thereof will be issued subject to such Certificates of Designation; and

WHEREAS, it is desirable that all matters set forth in the Certificates of Designation with respect to such Capped Preferred Stock and ESOP Preferred Stock respectively be eliminated from the Third Amended and Restated Certificate of Incorporation, as heretofore amended, of the Company;

NOW, THEREFORE, BE IT AND IT HEREBY IS

RESOLVED, that all matters set forth in the Certificates of Designation with respect to such Capped Preferred Stock and ESOP Preferred Stock respectively be eliminated from the Third Amended and Restated Certificate of Incorporation, as heretofore amended, of the Company; and it is further

RESOLVED, that the officers of the Company be, and hereby are, authorized and directed to file a Certificate with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificates of Designation with respect to such Capped Preferred Stock and ESOP Preferred Stock shall be eliminated from the Third Amended and Restated Certificate of Incorporation, as heretofore amended, of the Company.

4. That, accordingly, all matters set forth in the Certificates of Designation with respect to such Capped Preferred Stock and ESOP Preferred Stock be, and hereby are, eliminated from the Third Amended and Restated Certificate of Incorporation, as heretofore amended, of the Company.

IN WITNESS WHEREOF, Marriott International, Inc. has caused this Certificate to be signed its duly authorized officer, as of this 6th day of February, 2006.

By: /s/ Jeff B. Stant

Jeff B. Stant

Assistant Secretary

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