

**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
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1. Name and Address of Reporting Person * <b>MARRIOTT J W JR</b>  (Last) (First) (Middle) <b>10400 FERNWOOD ROAD</b>  (Street) <b>BETHESDA MD 20817</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MARRIOTT INTERNATIONAL INC /MD/</b> <b>[ MAR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>05/12/2008</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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	05/12/2008		M		99,154	A	\$5.8703	5,297,150	D	
Class A Common Stock	05/12/2008		s		99,154	D	\$36.47 <sup>(1)</sup>	5,197,996	D	
Class A Common Stock								362,636	I	401(k) account
Class A Common Stock								135,756	I	Beneficiary <sup>(2)</sup>
Class A Common Stock								13,200,000	I	By Ltd Partnership - TPV <sup>(2)</sup>
Class A Common Stock								10,827,960	I	By-Corp <sup>(2)</sup>
Class A Common Stock								320,000	I	GP/Partnership <sup>(2)</sup>
Class A Common Stock								2,412,568	I	Sp Trustee 1 <sup>(2)</sup>
Class A Common Stock								15,404	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								770,960	I	Trustee 1 <sup>(2)</sup>
Class A Common Stock								5,878,495	I	Trustee 19 <sup>(2)</sup>
Class A Common Stock								785,000	I	Trustee 2 <sup>(2)</sup>
Class A Common Stock								560,822	I	Trustee 3 <sup>(2)</sup>
Class A Common Stock								786,960	I	Trustee 4 <sup>(2)</sup>
Class A Common Stock								798,940	I	Trustee 5 <sup>(2)</sup>
Class A Common Stock								695,639	I	Trustee 6 <sup>(2)</sup>
Class A Common Stock								732,274	I	Trustee 7 <sup>(2)</sup>
Class A Common Stock								787,220	I	Trustee 8 <sup>(2)</sup>

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)		6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A)	(D)							
Stock Option (Right to buy)	\$5.8703	05/12/2008		M		99,154	(3) 10/14/2008	Class A Common Stock	\$0	0	D	

**Explanation of Responses:**

1. Represents the weighted average sale price. The highest price at which shares were sold was \$36.70 and the lowest price at which shares were sold was \$36.25
2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
3. The options vested in four equal annual installments on each of the first four anniversaries of the 10/14/1993 grant date.

**Remarks:**

Bancroft S. Gordon, Attorney-In-Fact 05/13/2008

\*\* 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.