

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| OMB APPROVAL | |
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| OMB Number: | 3235-0362 |
| Estimated average burden hours per response: | 1.0 |

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| 1. Name and Address of Reporting Person* <u>Marriott David S</u> (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> <u>/MD/ [MAR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning more than 10% |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2015 | |
| | 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 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 12/26/2014 | | W ⁽¹⁾ | 6,359 | A | \$0.0000 | 463,173 | I | JBM Marital Trust |
| Class A Common Stock | 12/30/2014 | | W ⁽¹⁾ | 5,896 | A | \$0.0000 | 469,069 | I | JBM Marital Trust |
| Class A Common Stock | | | | | | | 646,860 | D | |
| Class A Common Stock | | | | | | | 15,418 | I | By Spouse ⁽²⁾ |
| Class A Common Stock | | | | | | | 24,227,118 | I | JWM Family Enterprises |
| Class A Common Stock | | | | | | | 240,000 | I | JWM Gen Trust |
| Class A Common Stock | | | | | | | 75,000 | I | JWM III Generations Trusts |
| Class A Common Stock | | | | | | | 251,000 | I | JWM Insurance Trust |
| Class A Common Stock | | | | | | | 33,913 | I | Trustee 1 of Trust f/b/o his child ⁽²⁾ |
| Class A Common Stock | | | | | | | 21,545 | I | Trustee 2 of Trust f/b/o his child ⁽²⁾ |
| Class A Common Stock | | | | | | | 13,662 | I | Trustee 3 of Trust f/b/o his child ⁽²⁾ |
| Class A Common Stock | | | | | | | 6,132 | I | Trustee 4 of Trust f/b/o his child ⁽²⁾ |
| Class A Common Stock | | | | | | | 142,565 | I | Trustee DSM Descendant |

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. 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) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|---|--------------------------------|--|--|--|---|---|--|
| Explanation of Responses: 1. Transaction should have been filed on a Form 5 earlier this year. 2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. | | | | | | | | | | |
| | | | | (A) (D) | Date Exercisable Expiration Date | Bancroft S. Gordon, Attorney-In-Fact | | | | 06/25/2015 |

** 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.