

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): May 9, 2002

MARRIOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware	1-13881	52-2055918
(State of Incorporation)	(Commission File No.)	(IRS Employer Identification No.)

10400 Fernwood Road, Bethesda, Maryland 20817
(Address of principal executive offices, including Zip Code)

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

ITEM 5. OTHER EVENTS

On April 9, 2002, Marriott International, Inc. ("Marriott") sent notice to the holders of its Liquid Yield Option Notes due 2021 (Zero Coupon--Senior) (the "Notes"), that, subject to the terms of the indenture governing the Notes, it would purchase for cash, at the option of each holder, any Notes tendered by the holder and not withdrawn on May 8, 2002, at a purchase price of \$867.42 per \$1,000 principal amount at maturity. On May 9, 2002, Marriott repurchased approximately \$400 million aggregate principal amount at maturity of Notes, representing approximately 85% of outstanding Notes, that had been validly tendered and not withdrawn as of the close of business on Wednesday, May 8, 2002, for aggregate cash consideration of approximately \$347 million. Approximately \$70 million aggregate principal amount at maturity of Notes remain outstanding.

A copy of Marriott's press release is attached as Exhibit 99 and incorporated by reference.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

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

Exhibit 99 - Press release issued on May 10, 2002.

SIGNATURE

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: May 10, 2002

By: /s/ Michael J. Green

Michael J. Green
Vice President, Finance and Principal
Accounting Officer

EXHIBIT INDEX

Exhibit No.	Description
-----	-----
99.1	Press release dated May 10, 2002

[MARRIOTT INTERNATIONAL, INC. LETTERHEAD]

FOR IMMEDIATE RELEASE

CONTACT:
Tom Marder
(301) 380-2553
thomas.marder@marriott.com

MARRIOTT INTERNATIONAL, INC. REPURCHASES FOR CASH 85% OF AGGREGATE PRINCIPAL AMOUNT AT MATURITY OF ITS ZERO COUPON SENIOR CONVERTIBLE NOTES AT A COST OF APPROXIMATELY \$347 MILLION

WASHINGTON, DC - May 10, 2002 - Marriott International, Inc. (NYSE: MAR) announced today that it repurchased for cash approximately \$400 million aggregate principal amount at maturity of its Liquid Yield Option Notes due 2021 (Zero Coupon--Senior) (the "Notes") that were validly tendered and not withdrawn as of the close of business on Wednesday, May 8, 2002, in accordance with the terms of the indenture governing the Notes. Each Note was purchased at its accreted value of \$867.42 per \$1,000 principal amount at maturity for an aggregate purchase price of approximately \$347 million. Approximately \$70 million aggregate principal amount at maturity of the Notes remain outstanding.

MARRIOTT INTERNATIONAL, INC. (NYSE:MAR), a leading worldwide hospitality company celebrating its 75th Anniversary in 2002, has nearly 2,600 operating units in the United States and 64 other countries and territories. Marriott International operates and franchises hotels under the Marriott, JW Marriott, The Ritz-Carlton, Renaissance, Residence Inn, Courtyard, TownePlace Suites, Fairfield Inn, SpringHill Suites and Ramada International brand names; develops and operates vacation ownership resorts under the Marriott Vacation Club International, Horizons, The Ritz-Carlton Club and Marriott Grand Residence Club brands; operates Marriott Executive Apartments; provides furnished corporate housing through its Marriott ExecuStay division; and operates conference centers. Other Marriott businesses include senior living communities and services, and wholesale food distribution. The company is headquartered in Washington, D.C., and has approximately 142,500 employees. In fiscal year 2001, Marriott International reported systemwide sales of \$20 billion. For more information or reservations, please visit our web site at www.marriott.com.