FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C. 20549
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Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person*  Rodriguez David A				<u>M</u>	2. Issuer Name and Ticker or Trading Symbol  MARRIOTT INTERNATIONAL INC  /MD/ [ MAR ]								Officer (give title				.0% Owner Other (specify		
(Last) (First) (Middle) 10400 FERNWOOD ROAD					3. Date of Earliest Transaction (Month/Day/Year) 02/24/2021								below) below) EVP & Global Chief HR Officer						
(Street) BETHESDA MD 20817					4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line)  X Form filed by One Reporting Person  Form filed by More than One Reporting Person						
(City)	(St		Zip) I - Non-Deriva	ative	Secu	rities	Ac	quire	d, Di	sposed of	f, or E	Benefic	ially	Own	ed				
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/		2A. Deemed Execution Date,		'	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a			5. Amount of securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
							Ì	Code	v	Amount	(A) or (D)	Price			ed ction(s) 3 and 4)			(Instr. 4)	
Class A Common Stock			02/24/20	21				S		10,000	D	\$157.	16 <sup>(1)</sup>	13,889		D			
Class A Common - Restricted Stock Units													8,701		D				
Class A (	Common St	ock												4,391		I	- 1	401(k) account	
Class A Common Stock														7	,592	I		GRAT 1	
Class A Common Stock													15,941		5,941	I		GRAT 2	
	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)		saction (Instr.	5. Num of Derive Secun Acqui (A) or Dispo of (D) (Instr. and 5	ative ities red sed	Expi (Mor	nte Exe ration hth/Day		7. Titl Amou Secul Unde Deriv Secul 3 and	int of rities rlying ative rity (Instr. 4)	Deriv Secu (Inst		9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owr Forr Dire or Ir (I) (I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v v	(A) (D)		Date Exercisable		Expiration Date	Title	Number of Shares							

## **Explanation of Responses:**

1. Represents the weighted average sale price. The highest price at which shares were sold was \$157.50 and the lowest price at which shares were sold was \$156.32.

Andrew P.C. Wright, 02/25/2021 Attorney-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.