

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* <u>HIPPEAU ERIC</u> (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u> (Street) <u>BETHESDA MD 20817</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> <u>[MAR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/23/2016</u>	
	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 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 - Restricted Stock Units	09/23/2016		A ⁽¹⁾		2,330	A	\$0.0000	2,330	D	
Class A Common Stock	09/23/2016		A		13,987	A	\$0.0000	13,987	D	
Class A Common Stock-Dir. Def. Stock Comp Plan-1	09/23/2016		A ⁽²⁾		35,834	A	\$0.0000	35,834	D	

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities 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) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to buy)	\$32.13	09/23/2016		A		4,863		(3)	02/26/2018	Class A Common Stock	4,863	\$0.0000	4,863	D	
Stock Option (Right to buy)	\$9.57	09/23/2016		A		13,065		(3)	02/27/2017	Class A Common Stock	13,065	\$0.0000	13,065	D	
Stock Option (Right to buy)	\$51.5	09/23/2016		A		3,034		(3)	02/28/2019	Class A Common Stock	3,034	\$0.0000	3,034	D	
Stock Option (Right to buy)	\$46.28	09/23/2016		A		3,376		(3)	02/28/2020	Class A Common Stock	3,376	\$0.0000	3,376	D	

Explanation of Responses:

- 2330 RSUs vest on February 26, 2017 or, if earlier, the day the Reporting Person ceased to be a Director.
- Dir. Deferred Stock Comp Plan 1 is convertible into Common Stock and distributable to the Reporting Person per the terms of the applicable Deferral Agreement.
- The Options were fully exercisable on the date hereof.

Bancroft S. Gordon, Attorney-
In-Fact 09/27/2016

** 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.