

**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	
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1. Name and Address of Reporting Person* <u>Capuano Anthony</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 /MD/</u> [ MAR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP- Chief Development Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 12/22/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	12/22/2014		A		28,543	A	\$0.0000	91,006	D	
Class A Common Stock	12/22/2014		S		28,543	D	\$77.95	62,463	D	
Class A Common Stock								1,517	I	401(k) account

**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					
Stock Appreciation Rights	\$40.84	12/22/2014		M			29,727	(1)	02/17/2011	Class A Common Stock 29,727	\$0.0000	9,909	D	
Stock Appreciation Rights	\$35.54	12/22/2014		M			25,300	(2)	02/19/2018	Class A Common Stock 25,300	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$34.67	12/22/2014		M			32,762	(3)	02/21/2022	Class A Common Stock 32,762	\$0.0000	32,762	D	
Stock Appreciation Rights	\$39.27	12/22/2014		M			15,268	(4)	02/22/2023	Class A Common Stock 15,268	\$0.0000	45,804	D	
Stock Appreciation Rights	\$27.46	12/22/2014		M			4,092	(5)	08/07/2018	Class A Common Stock 4,092	\$0.0000	0.0000	D	

**Explanation of Responses:**

- The Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal installments beginning on the first anniversary of the February 17, 2011 grant date.
- Stock Appreciation Right, settled in Class A Common Stock and vesting in four equal annual installments beginning with the first anniversary of February 19, 2008 grant date.
- The Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal installments beginning on the first anniversary of the February 21, 2012 grant date.
- The Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal installments beginning on the first anniversary of the February 22, 2013 grant date.
- The Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal installments beginning on the first anniversary of the August 7, 2008 grant date.

Bancroft S. Gordon, Attorney- 12/23/2014  
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.

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