SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*] **MARRIOTT RICHARD E** (Last) (First) (Middle) **10400 FERNWOOD ROAD** (Street) **BETHESDA** **MD** **20817** (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol **MARRIOTT INTERNATIONAL INC /MD/** [MAR] 3. Date of Earliest Transaction (Month/Day/Year) 02/23/2004 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director **X** 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) **X** 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 Stock	02/23/2004		S		950,000	D	$44.5	2,888,946	I	Other
Class A Common Stock								10,918,270	D	
Class A Common Stock								444,300	I	Beneficiary
Class A Common Stock								137,222	I	Spouse
Class A Common Stock								1,170,997	I	Spouse Trustee
Class A Common Stock								393,480	I	Trustee 1
Class A Common Stock								269,878	I	Trustee 17
Class A Common Stock								3,311,234	I	Trustee 19
Class A Common Stock								392,500	I	Trustee 2
Class A Common Stock								344,890	I	Trustee 3
Class A Common Stock								393,480	I	Trustee 4
Class A Common Stock								399,470	I	Trustee 5
Class A Common Stock								368,624	I	Trustee 6
Class A Common Stock								392,500	I	Trustee 7
Class A Common Stock								393,610	I	Trustee 8

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	Amount or Number of Shares				

Explanation of Responses:

By: Dorothy M. Ingalls, Attorney-In-Fact   02/24/2004

** Signature of Reporting Person   Date