SEC Form 4	
------------	--

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
--	--

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

OMB APPROVAL										
OMB Number:	3235-0287									
Estimated average bu	rden									
hours ner resnonse.	05									

			2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> / <u>MD/</u> [MAR]		tionship of Reporting F all applicable) Director	n(s) to Issuer 10% Owner	
(Last) (First) (Middle) 10400 FERNWOOD ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/12/2005	Х	Officer (give title below) Chairman & C		Other (specify below) EO
(Street) BETHESDA (City)	MD (State)	20817 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group F Form filed by One R Form filed by More t Person	eport	ing 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 Disposed Of 5)	Acquired (D) (Insti	d (A) or r. 3, 4 and	5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	05/17/2005		G	v	20	D	\$ <mark>0</mark>	2,185,165	D		
Class A Common Stock	05/12/2005		G	v	39,762	D	\$ <mark>0</mark>	294,383	Ι	Trustee 3	
Class A Common Stock								244,878	Ι	Beneficiary	
Class A Common Stock								6,600,000	I	By Ltd Partnership	
Class A Common Stock								5,413,980	Ι	By-Corp	
Class A Common Stock								160,000	Ι	GP/Partnership	
Class A Common Stock								1,340,534	I	Sp Trustee 1	
Class A Common Stock								7,702	I	Sp Trustee 2	
Class A Common Stock								8,252	Ι	Sp Trustee 3	
Class A Common Stock								8,252	Ι	Sp Trustee 4	
Class A Common Stock								9,734	Ι	Sp Trustee 5	
Class A Common Stock								9,734	Ι	Sp Trustee 6	
Class A Common Stock								5,054	Ι	Sp Trustee 7	
Class A Common Stock								139,735	Ι	Spouse	
Class A Common Stock								393,480	Ι	Trustee 1	
Class A Common Stock								3,196,600	Ι	Trustee 19	
Class A Common Stock								392,500	Ι	Trustee 2	
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								367,500	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)

		Ta	ble II - Deriva (e.g., p					ired, Disp options, o			i or i	y Owned			
1. Title of	2.	3. Transaction	3A. Deemed	C.ode		(5A)Nu	m(160e)r	6xDectiesElakero	isΩabtlee and		aSolidares	8. Price of	9. Number of	10.	11. Nature
- Derivative Beplang tior (Instr. 3)	Genversion of Respises Price of Derivative Security	-Date €∰onth/Day/Year)	Execution Date, if any (Month/Day/Year)	Transd Code (8)			r osed)	-Expiration Di (Month/Day/)	/ear) <u>By</u> <u>In</u>	4)	ties <u>R. Coop</u> ty (Instr. 3	Derivative Security (Instr. 5) er, <u>Attorna</u> ting Person	derivative Securities Peneficially <u>V-wr-2</u> Foll <u>12/27/200</u> Reported Transaction(s) (Instr. 4)	Form:	of Indirect Beneficial Ownership (Instr. 4)
Reminder: F	eport on a se	parate line for each	class of securities	benefic	cially ov	vànd (rectly	or indirectly.					(1130.4)		
* If the form	is filed by mo	e than one reportir	g person, see Instr	uction 4	1 (b)(v)										
** Intentiona	l misstatemer	ts or omissions of	acts constitute Fed	eral Cri	minal \	/iolatio	ons Se	e 18 U.S.C. 10	001 and 15 l	J.S.C. 7	Bff(a).				
Note: File th	ree copies of	this Form, one of w	hich must be manu	ally sig	ned. If	space	is insu	fficient, see Ir	struction 6 f	or proce	dure.				
Persons wh	o respond to	the collection of	information conta	ined in Code	this fo	rm ar (A)	e not i (D)	equired to re Date Exercisable	spond unie Expiration Date	ss the f	orm displa Amount or Number of Shares	iys a currer	tly valid OMB I	lumber.	