

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(B) OR 12(G) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NEW MARRIOTT MI, INC.  
(To Be Renamed "Marriott International, Inc.")

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(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

52-2055918

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(STATE OF INCORPORATION OR ORGANIZATION)

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(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

10400 Fernwood Road  
Bethesda, Maryland

20817

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(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

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(ZIP CODE)

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS  
TO BE SO REGISTERED  
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NAME OF EACH EXCHANGE ON WHICH  
EACH CLASS IS TO BE REGISTERED  
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Common Stock, par value \$0.01 per share

Philadelphia Stock Exchange

Class A Common Stock, par value \$0.01 per share

Philadelphia Stock Exchange

Series A Junior Participating Preferred Stock  
Purchase Rights

Philadelphia Stock Exchange

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form relates:  
N/A

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(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:  
None

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(TITLE OF CLASS)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANTS'S SECURITIES TO BE REGISTERED.

The information required by this item is incorporated by reference to  
the information set forth under the caption "DESCRIPTION OF THE NEW  
MARRIOTT CAPITAL STOCK," in the Marriott International, Inc. Notice of  
Annual Meeting and Proxy Statement contained in the Registrant's Form  
10 dated February 12, 1998 which was filed with the Commission on  
February 13, 1998.

ITEM 2. EXHIBITS.

Not Applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

NEW MARRIOTT MI, INC.

By: /s/ W. David Mann

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W. David Mann  
Secretary

Date: March 18, 1998