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## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	to
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

OMB APPF	ROVAL
OMB Number:	3235-0287
Estimated average b	urden

hours per response:	0.5
Estimated average burden	

Trustee

Trustee

17(2) Trustee

**19**<sup>(2)</sup> Trustee

**3**<sup>(2)</sup> Trustee

**4**<sup>(2)</sup> Trustee

**5**<sup>(2)</sup>

**6**<sup>(2)</sup>

**7**(2)

Trustee

Trustee

Trustee

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496,960

17,000

5,154,896

194,119

495,559

798,940

580,915

477,274

725,822

			or Se	ction 30(h) of the In	vestme	nt Cor	npany Act of 1	940					
1. Name and Address of Reporting Person*     MARRIOTT RICHARD E     (Last)   (First)   (Middle)				uer Name <b>and</b> Ticke <u>RRIOTT INT</u> <u>0/</u> [ MAR ]					ationship of Reportir < all applicable) Director Officer (give title below)	X 10%	o Owner er (specify		
(Last) 10400 FERNW	(First)		e of Earliest Transa 5/2012	iction (N	1onth/	Day/Year)		belowy	belov	•)			
(Street) BETHESDA (City)	MD (State)	20817 (Zip)	4. If A	mendment, Date of	Origina	l Filed	(Month/Day/\	6. Indiv Line) X	,				
		Table I - No	n-Derivative S	Securities Acq	uired,	Dis	posed of,	or Ben	eficially	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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount (A) or (D)		Price		Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Class A Commo	on Stock		11/15/2012		s		73,150	D	\$34.2(1)	1,383,097	I	Spouse Trustee <sup>(2)</sup>	
Class A Commo	on Stock		11/15/2012		s		73,150	D	\$34.2(3)	669,073	I	Trustee 2 <sup>(2)</sup>	
Class A Commo	on Stock									18,515,626	D		
Class A Commo	on Stock									3,382,692	I	Other <sup>(2)</sup>	
Class A Commo	on Stock									281.071	T	Spouse <sup>(2)</sup>	

Class A C	Common Sto	ock											7	25,822	Ι	<b>8</b> <sup>(2)</sup>
	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)	1. Title of Derivative Security   2.   3. Transaction Date   3A. Deemed Execution Date     Security   or Exercise   (Month/Day/Year)   if any		Execution Date,	4. Transaction Code (Instr.		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					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 Exercisabl	Expirati Date		<b>Fitle</b>	Amount or Number of Shares				

Explanation of Responses:

**Class A Common Stock** 

**Class A Common Stock** 

**Class A Common Stock** 

Class A Common Stock

Class A Common Stock

Class A Common Stock

Class A Common Stock

**Class A Common Stock** 

Class A Common Stock

1. Represents the weighted average sale price. The highest price at which shares were sold was \$34.50 and the lowest price at which shares were sold was \$34.03.

2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

3. Represents the weighted average sale price. The highest price at which shares were sold was \$34.51 and the lowest price at which shares were sold was \$34.03.

Bancroft S. Gordon, Attorney-In-Fact 11/15/2012

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $\ast$  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.