

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>Linnartz Stephanie</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) President
	3. Date of Earliest Transaction (Month/Day/Year) 02/25/2021	
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	02/25/2021		A ⁽¹⁾		19,590	A	\$139.54	83,261	D	
Class A Common Stock	02/25/2021		A ⁽²⁾		10,760	A	\$120.16	94,021	D	
Class A Common Stock	02/25/2021		A ⁽³⁾		9,447	A	\$88.31	103,468	D	
Class A Common Stock	02/25/2021		A ⁽⁴⁾		8,833	A	\$124.79	112,301	D	
Class A Common Stock	02/25/2021		S		778	D	\$156.63	111,523	D	
Class A Common Stock	02/25/2021		S		795	D	\$156.63	110,728	D	
Class A Common Stock	02/25/2021		S		1,136	D	\$156.63	109,592	D	
Class A Common Stock	02/25/2021		S		2,026	D	\$156.63	107,566	D	
Class A Common Stock	02/25/2021		S		5,265	D	\$156.63	102,301	D	
Class A Common Stock	02/25/2021		F ⁽³⁾		7,421	D	\$150.92	94,880	D	
Class A Common Stock	02/25/2021		F ⁽⁴⁾		8,038	D	\$151.1	86,842	D	
Class A Common Stock	02/25/2021		F ⁽²⁾		9,624	D	\$151.02	77,218	D	
Class A Common Stock	02/25/2021		F ⁽¹⁾		18,812	D	\$151.16	58,406	D	
Class A Common - Restricted Stock Units								19,335	D	

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
Stock Appreciation Rights	\$139.54	02/25/2021		M			19,590	(5)	02/20/2028	Class A Common Stock	19,590	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$88.31	02/25/2021		M			9,447	(6)	02/21/2027	Class A Common Stock	9,447	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$120.16	02/25/2021		M			10,760	(7)	03/02/2030	Class A Common Stock	10,760	\$0.0000	21,520	D	
Stock Appreciation Rights	\$124.79	02/25/2021		M			8,833	(8)	03/05/2029	Class A Common Stock	8,833	\$0.0000	17,666	D	

Explanation of Responses:

- The reporting person received 778 shares of common stock upon the net exercise of 19,590 stock appreciation rights (SARs). A total of 18,812 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- The reporting person received 1,136 shares of common stock upon the net exercise of 10,760 stock appreciation rights (SARs). A total of 9,624 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- The reporting person received 2,026 shares of common stock upon the net exercise of 9,447 stock appreciation rights (SARs). A total of 7,421 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- The reporting person received 795 shares of common stock upon the net exercise of 8,833 stock appreciation rights (SARs). A total of 8,038 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.

5. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the February 20, 2018 grant date.
6. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the February 21, 2017 grant date.
7. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the March 2, 2020 grant date.
8. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the March 5, 2019 grant date.

Andrew P.C. Wright, Attorney-
in-Fact 02/26/2021

** 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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