

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Grissen David</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) Group President, Americas
	3. Date of Earliest Transaction (Month/Day/Year) 06/05/2020	
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	06/05/2020		A		24,102	A	\$0.0000	88,195	D	
Class A Common Stock	06/05/2020		A		13,839	A	\$0.0000	102,034	D	
Class A Common Stock	06/05/2020		S		4,985	D	\$110.99 <sup>(1)</sup>	97,049	D	
Class A Common Stock	06/05/2020		S		32,956	D	\$110.26 <sup>(2)</sup>	64,093	D	
Class A Common - Performance Share Units								34,134	D	
Class A Common - Restricted Stock Units								19,088	D	
Class A Common Stock								1,905	I	401(k) account

**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	\$34.67	06/05/2020		M			35,972	(3)	02/21/2022	Class A Common Stock	35,972	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$39.27	06/05/2020		M			66,796	(4)	02/22/2023	Class A Common Stock	66,796	\$0.0000	0.0000	D	

**Explanation of Responses:**

- The price reported above reflects the weighted average sale price. This transaction was executed in multiple trades ranging from \$110.86 to \$111.08. The reporting person hereby undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price, with respect to all transactions reported on this Form 4.
- The price reported above reflects the weighted average sale price. This transaction was executed in multiple trades ranging from \$109.80 to \$110.79. The reporting person hereby undertakes to provide, upon request by the staff of the SEC, the issuer, or a security holder of the issuer, full information regarding the number of shares transacted at each price, with respect to all transactions reported on this Form 4.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal annual installments beginning on the first anniversary of the February 21, 2012 grant date.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal annual installments beginning on the first anniversary of the February 22, 2013 grant date.

Bancroft S. Gordon, Attorney- 06/09/2020  
In-Fact

\*\* 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.

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.