FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

<b>STATEMENT</b>	<b>OF CHANGES</b>	<b>IN BENEFICIAL</b>	<b>OWNERSHIP</b>

**OMB APPROVAL** OMB Number: Estimated average burden hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     MARRIOTT RICHARD E		MA	suer Name <b>and</b> Ti ARRIOTT IND/ [ MAR ]				Relationship of Reporting Person(s) to Issuer (Check all applicable)      Director X 10% Owner      Officer (give title Other (specify)				Owner					
(Last) 10400 FE	ast) (First) (Middle) 0400 FERNWOOD ROAD				ate of Earliest Trai	nsaction	(Month	n/Day/Year)		belo			below)			
(Street) BETHES	SDA M	ID 2	20817		4. If <i>i</i>	Amendment, Date	of Origin	nal File	ed (Month/Day	//Year)		6. Indi Line) X	Forr Forr	n filed by One n filed by Mor	Filing (Check A Reporting Pers e than One Rep	son
(City)	(S	tate) (	Zip)										Pers	ion		
		Tab				Securities A	cquire	d, Di		-		ially	1			
1. Title of Security (Instr. 3)		- 1	2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of	(D) (Instr.	nd 5) Securities Beneficial Owned Fo		ities icially d Following ted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			$\rightarrow$				Code	V	Amount	(A) or (D)	Price	!		action(s) 3 and 4)		
Class A C	Common St	ock		12/14/2	2012		S		140,000	D	\$36	5.02	1,2	43,097(1)	I	Spouse Trustee <sup>(2)</sup>
Class A C	Common St	ock		12/13/2	2012		S		25,000	D	\$35	5.7 <sup>(3)</sup>	5	55,915	I	Trustee 6 <sup>(2)</sup>
Class A C	Common St	ock		12/14/2	2012		S		25,000	D	\$35.	.92 <sup>(4)</sup>	5	30,915	I	Trustee 6 <sup>(2)</sup>
Class A C	Common St	ock		12/14/2	2012		S		33,780	D	\$36.	.15(5)	2	43,494	I	Trustee 7 <sup>(2)</sup>
Class A C	Common St	ock											18,	313,407	D	
Class A C	Common St	ock											3,	382,692	I	Other <sup>(2)</sup>
Class A C	Common St	ock											2	81,787	I	Spouse <sup>(2)</sup>
Class A C	Common St	ock											4	96,960	I	Trustee 1 <sup>(2)</sup>
Class A C	Common St	ock											1	17,000	I	Trustee 17 <sup>(2)</sup>
Class A C	Common St	ock											5,	154,896	I	Trustee 19 <sup>(2)</sup>
Class A C	Common St	ock											6	69,073	I	Trustee 2 <sup>(2)</sup>
Class A C	Common St	ock											1	94,119	I	Trustee 3 <sup>(2)</sup>
Class A C	Common St	ock											4	95,559	I	Trustee 4 <sup>(2)</sup>
Class A C	Common St	ock											7	58,940	I	Trustee 5 <sup>(2)</sup>
Class A C	Common St	ock											7	25,822	I	Trustee 8 <sup>(2)</sup>
		Ta				ecurities Acq							wned			,
Derivative Conversion Date Execusive Or Exercise (Month/Day/Year) if any	3A. Deem Execution if any	eemed 4. ution Date, Tran		5. Number of	6. Date Expira	6. Date Exercisable and Expiration Date (Month/Day/Year)			id of s ig e (Instr. 3	8. Price of Derivative Security (Instr. 5)			Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				L			1					1				

		Ta	ble II - Dei (e.ç						ired, Disp options,	convertib		lor t	y Owned			
1. Title of	2. Conversion	3. Transaction	3A. Deemed Execution Da		<b>⊈</b> ode Transa		(5A)Nu	m <b>(150e)</b> r	Expertise later  Expiration D		7itītitle Amour	aSolidares	8. Price of	9. Number of derivative	10. Ownership	11. Nature
Esectantstion (Instr. 3) 1. Represents	of Exespises Price of the weighted a Derivative	e <b>(Month/Day/Year)</b> verage sale price. Th	if any (Month/Day/Y ne highest price a	ear) at whic	Code (1 8) share	n <b>str.</b> s were		rities S 36.3 ired	(Month/Day/ 3 and the lowe	<b>Year)</b> est price at wh	Securi Underl	ties ying tive	Security (Instr.5) was \$35.47.	Securities Beneficially	Form: Direct (D)	Beneficial Ownership . (Instr. 4)
3. Represents	the weighted a	claims beneficial own verage sale price. Th	ne highest price	at whic	h share	s were	Disposition (D)	s <b>ed</b> 15 \$35.7	4 and the lowe	est price at wh	and 4) ich share	s were sold	was \$35.67.	Following Reported Transaction(s)	. (I) (Instr. 4)	
		verage sale price. The verage sale price. Th												(Instr. 4)		
										_	ncroft -Fact	S. Gordo	<u>n, Attorne</u>	y <u>-</u> 12/14/201	] <u>2</u>	
				-					<b>I</b>			e of Repor	ing Person	Date		
1		parate line for eacl e than one reporti						irectly	or indirectly.			Amount or				
** Intentiona	l misstatemer	ts or omissions of	acts constitute	e Fede	eral Cri	minal $\setminus$	/iolatic	ns <i>Sec</i> ( <b>D)</b>	Pete S.C. 1 Exercisable	Date	.S.C. 78 Title	Number 3∰(a). Shares				

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