

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 3, 2002

MARRIOTT INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware	1-13881	52-2055918
(State of Incorporation)	(Commission File No.)	(IRS Employer Identification No.)

10400 Fernwood Road, Bethesda, Maryland 20817
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (301) 380-3000

Item 4. Changes in Registrant's Certifying Accountant.

On May 3, 2002, upon the recommendation of our Audit Committee, the Board of Directors dismissed Arthur Andersen LLP (Arthur Andersen) as our independent auditors and appointed Ernst & Young LLP (Ernst & Young) to serve as Marriott International's independent auditors for the current fiscal year which ends on January 3, 2003. The change in auditors is effective immediately.

Arthur Andersen's reports on Marriott International's consolidated financial statements for each of the past two fiscal years did not contain an adverse opinion or disclaimer of opinion, nor were such reports qualified or modified as to uncertainty, audit scope or accounting principles.

During each of our two most recent fiscal years and through the date of this report, there were: (i) no disagreements with Arthur Andersen on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on our consolidated financial statements for such years; and (ii) there were no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

We have provided Arthur Andersen with a copy of the foregoing disclosures. Attached as Exhibit 16 is a copy of Arthur Andersen's letter, dated May 3, 2002, stating its agreement with such statements.

During each of our two most recent fiscal years and through the date of this report, Marriott did not consult Ernst & Young with respect to the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our consolidated financial statements, or any other matters or reportable events as set forth in Items 304(a)(2)(i) and (ii) of Regulation S-K.

Item 7. Financial Statements and Exhibits.

(c) Exhibits. The following exhibits are filed with this report:

Exhibit 16--Letter from Arthur Andersen LLP to the Securities and Exchange Commission dated May 3, 2002.

Exhibit 99--Press Release dated May 3, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

Date: May 3, 2002

By: /s/ Michael J. Green

Michael J. Green

Vice President, Finance and Principal Accounting Officer

Exhibit 16

Office of the Chief Accountant
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

May 3, 2002

Ladies and Gentlemen:

We have read Item 4 included in the Form 8-K dated May 3, 2002, of Marriott International, Inc. filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.

Very truly yours,

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Cc: Arne M. Sorenson
Executive Vice President and Chief Financial Officer
Marriott International, Inc.

CONTACT: Tom Marder
(301) 380-2553
thomas.marder@marriott.com

MARRIOTT SELECTS ERNST & YOUNG AS INDEPENDENT AUDITOR

WASHINGTON, D.C. - May 3, 2002 - Marriott International, Inc. (NYSE:MAR) announced today that its board of directors has appointed Ernst & Young LLP as the company's independent auditor for 2002, replacing Arthur Andersen LLP.

The change was based on the unanimous recommendation of the Audit Committee after careful consideration. "We are pleased to select Ernst & Young as our independent auditor," said Arne M. Sorenson, executive vice president and chief financial officer of Marriott International.

Prior to the appointment of Ernst & Young LLP, Arthur Andersen had served as the company's independent accountants since 1959. "We appreciate the dedication and professionalism Andersen brought to Marriott, and thank the firm and the individuals who worked on our account for their years of service," said Sorenson.

Although the timing of events involving Andersen this year prevented Marriott from submitting the selection of its independent auditor to the shareholders in 2002, the company fully expects to resume this practice next year.

MARRIOTT INTERNATIONAL, INC. (NYSE:MAR), a leading worldwide hospitality company celebrating its 75th Anniversary in 2002, has nearly 2,600 operating units in the United States and 64 other countries and territories. Marriott International operates and franchises hotels under the Marriott, JW Marriott, The Ritz-Carlton, Renaissance, Residence Inn, Courtyard, TownePlace Suites, Fairfield Inn, SpringHill Suites and Ramada International brand names; develops and operates vacation ownership resorts under the Marriott Vacation Club International, Horizons, The Ritz-Carlton Club and Marriott Grand Residence Club brands; operates Marriott Executive Apartments; provides furnished corporate housing through its Marriott ExecuStay division; and operates conference centers. Other Marriott businesses include senior living communities and services, and wholesale food distribution. The company is headquartered in Washington, D.C., and has approximately 142,500 employees. In fiscal year 2001, Marriott International reported systemwide sales of \$20 billion. For more information or reservations, please visit our web site at www.marriott.com.
