

---

**UNITED STATES  
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): November 3, 2005**

---

**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State of incorporation)

**1-13881**  
(Commission File No.)

**52-2055918**  
(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**

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

---

**Item 8.01. Other Events.**

On November 3, 2005, Marriott International, Inc. ("Marriott") issued a press release announcing the pricing for its current offers to exchange a new series of Senior Notes due November 10, 2015 for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008 and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.

A copy of Marriott's press release is attached as Exhibit 99 and incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibit is filed with this report:

99 Press release of Marriott International, Inc., dated November 3, 2005.

**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: November 4, 2005

By: /s/ Carl T. Berquist

---

Carl T. Berquist  
Executive Vice President, Financial  
Information and Risk Management

---

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99	Press release dated November 3, 2005, announcing the pricing for Marriott International Inc.'s current offers to exchange a new series of Senior Notes due November 10, 2015 for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008 and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.



Marriott International, Inc.  
Corporate Headquarters

Marriott Drive  
Washington, D.C. 20058

NEWS

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

**MARRIOTT INTERNATIONAL, INC. ANNOUNCES PRICING FOR EXCHANGE OFFERS**

WASHINGTON, D.C. – November 3, 2005 – Marriott International, Inc. (NYSE:MAR) today announced the pricing for its current offers to exchange a new series of Senior Notes due November 10, 2015 (the “New Notes”) for up to \$293,890,000 of its 7% Series E Notes due January 15, 2008 and up to \$300,000,000 of its 7-7/8% Series C Notes due September 15, 2009 (collectively, the “Old Notes”).

The total exchange price for each \$1,000 principal amount of 7% Series E Notes tendered, using a yield of 4.870%, will be \$1,043.47, consisting of \$1,000 principal amount of New Notes and \$43.47 in cash. The total exchange price for each \$1,000 principal amount of 7-7/8% Series C Notes tendered, using a yield of 4.987%, will be \$1,099.87, consisting of \$1,000 principal amount of New Notes and \$99.87 in cash. The New Notes will mature on November 10, 2015 and will bear interest from the settlement date (expected to be Thursday, November 10, 2005) at a rate per annum equal to 5.81%.

Holder s who exchange their 7% Series E Notes will also receive accrued interest on those notes to settlement date, or \$22.36 per \$1,000 principal amount of the 7% Series E Notes exchanged. Holder s who exchange their 7-7/8% Series C Notes will also receive accrued interest on those notes to settlement date, or \$12.03 per \$1,000 principal amount of the 7-7/8% Series C Notes exchanged.

Exhibit 99

Page 1

Holdings who tender their Old Notes after 5:00 p.m., New York City time, on October 24, 2005, but on or prior to the expiration of the exchange offers, will receive, for each \$1,000 principal amount of Old Notes tendered, the applicable total exchange price less the early participation payment as specified in the Confidential Offering Memorandum dated October 11, 2005.

The exchange offer will expire at midnight, New York City time, on Monday, November 7, 2005, unless extended or terminated. The exchange of Old Notes for New Notes is currently scheduled to occur on November 10, 2005. Consummation of the exchange offer is subject to a number of conditions including the absence of certain adverse legal and market developments.

The Confidential Offering Memorandum, dated October 11, 2005, was distributed to Eligible Holders and is available to Eligible Holders through the information agent, Global Bondholder Services Corporation, at 866-387-1500 or 212-430-3774.

The offers to exchange are only being made to holders of Old Notes that have certified certain matters to the company, including their status as “qualified institutional buyers” within the meaning of Rule 144A under the Securities Act of 1933. The New Notes have not been registered under the Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

This press release does not constitute an offer to purchase any securities or a solicitation of an offer to sell any securities. The exchange offers are being made only pursuant to an offering memorandum and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

Note: This press release contains “forward-looking statements” within the meaning of federal securities laws, including statements about the expiration date for the offers and the terms of the New Notes. We caution you that these statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including the absence of adverse legal and market developments, which could result in the extension of, changes in, or termination of the tender offers, or the New Notes not being issued or being issued on different terms. These statements are made as of the date of this press release, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Exhibit 99

Page 2