

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

| OMB APPROVAL | |
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|---|---------|----------|---|--|---|--|
| 1. Name and Address of Reporting Person* COOPER SIMON | | | 2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) Pres/COO Ritz Carlton Hotel Co | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/08/2005 | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | |
| 10400 FERNWOOD ROAD | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| (Street) BETHESDA MD 20817 | | | | | | |
| (City) (State) (Zip) | | | | | | |

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 | 03/08/2005 | | S | | 125 | D | \$67.5 | 5,903 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 1,600 | D | \$67.53 | 4,303 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 600 | D | \$67.55 | 3,703 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 700 | D | \$67.56 | 3,003 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 300 | D | \$67.57 | 2,703 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 100 | D | \$67.58 | 2,603 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 500 | D | \$67.59 | 2,103 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 1,100 | D | \$67.6 | 1,003 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 100 | D | \$67.61 | 903 | D | |
| Class A Common Stock | 03/08/2005 | | M | | 9,425 | A | \$0 | 10,328 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 2,200 | D | \$67.62 | 8,128 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 200 | D | \$67.64 | 7,928 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 900 | D | \$67.65 | 7,028 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 100 | D | \$67.67 | 6,928 | D | |
| Class A Common Stock | 03/08/2005 | | S | | 900 | D | \$67.7 | 6,028 | 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 | | | | | |
| Class A Employee Stock Option (Right to buy) | \$30.21 | 03/08/2005 | | M | | | 9,425 | (I) | 02/06/2013 | Class A Common Stock | \$0 | 18,850 | D | |

Explanation of Responses:

1. The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.

Remarks:

By: Dorothy M. Ingalls,
Attorney-In-Fact

03/10/2005

** 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.