

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------|---------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person* <u>MARRIOTT RICHARD E</u> (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u> (Street) <u>BETHESDA MD 20817</u> (City) (State) (Zip) | | | 2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> <u>/MD/ [MAR]</u> | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| 3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2004</u> | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | |
| 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 | | | | | |

| 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 | 12/20/2004 | | S | | 66,000 | D | \$63.5 | 1,872,946 | I | Other |
| Class A Common Stock | | | | | | | | 10,489,877 | D | |
| Class A Common Stock | | | | | | | | 371,600 | I | Beneficiary |
| Class A Common Stock | | | | | | | | 137,604 | I | Spouse |
| Class A Common Stock | | | | | | | | 1,162,278 | I | Spouse Trustee |
| Class A Common Stock | | | | | | | | 393,480 | I | Trustee 1 |
| Class A Common Stock | | | | | | | | 269,878 | I | Trustee 17 |
| Class A Common Stock | | | | | | | | 3,311,234 | I | Trustee 19 |
| Class A Common Stock | | | | | | | | 392,500 | I | Trustee 2 |
| Class A Common Stock | | | | | | | | 334,145 | I | Trustee 3 |
| Class A Common Stock | | | | | | | | 393,480 | I | Trustee 4 |
| Class A Common Stock | | | | | | | | 399,470 | I | Trustee 5 |
| Class A Common Stock | | | | | | | | 368,624 | I | Trustee 6 |
| Class A Common Stock | | | | | | | | 392,500 | I | Trustee 7 |
| Class A Common Stock | | | | | | | | 393,610 | I | Trustee 8 |

| 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) |
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Explanation of Responses:

By: Dorothy M. Ingalls, 12/21/2004
Attorney-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.