SEC Form 5

FORM 5

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

Form 3 Holdings Reported.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0362 Estimated average burden hours per response: 1.0

| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
|--|---|-------|--|--|--|--|--|--|
| (City) | (State) | (Zip) | — | Form filed by More than One Reporting Person | | | | |
| (Street) BETHESDA | MD | 20817 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person | | | | |
| (Last) 10400 FERNW | ast) (First) (Middle) 0400 FERNWOOD ROAD | | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/02/2011 | 13D Group Owning more than 10% | | | | |
| 1. Name and Address of Reporting Person [*] <u>Marriott David S</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> <u>/MD/</u> [MAR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X Other (specify below) | | | | |
| Form 4 Transac | ctions Reported. | | Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 | | | | | |

3. Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of 7. Nature of 1. Title of Security (Instr. 3) 2. Transaction 2A. Deemed 6. Date (Month/Day/Year) Execution Date, if any Securities Beneficially Ownership Form: Direct Indirect Beneficial (Month/Day/Year) Owned at end of Issuer's Fiscal (D) or Ownership Indirect (I) (Instr. 4) (A) or (D) Amount Price Year (Instr. 3 and (Instr. 4) 4) Class A Common Stock 10/29/2010 G 2.680 D \$<mark>0</mark> 600.270 **D**⁽¹⁾ Class A Common Stock G \$<mark>0</mark> **D**⁽¹⁾ 12/07/2010 1,516 D 599,405 Trustee 1 of **I**(1) 31,458 Trust f/b/o Class A Common Stock 10/29/2010 G 670 **\$**0 Α his child Trustee 2 of **I**(1) Trust f/b/o Class A Common Stock 10/29/2010 G 670 Α \$<mark>0</mark> 19,090 his child Trustee 3 of **I**(1) Trust f/b/o Class A Common Stock 10/29/2010 G 670 **\$**0 11,207 Α his child Trustee 4 of 10/29/2010 Class A Common Stock 670 Trust f/b/o G Α **\$**0 3,677 Т his child By 1965 **I**(1) Class A Common Stock 495,559 Trusts By 1974 **I**(1) 670,536 Class A Common Stock Trust By JWM Family **I**(1) Class A Common Stock 10,710,082 Enterprises, L.P.⁽²⁾ **I**(1) Class A Common Stock 5,335 By Spouse By Thomas Point **I**(1) Class A Common Stock 9,076,188 Ventures, L.P.⁽²⁾

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) | | | 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) | Beneficial Ownership (Instr. 4) |
|---|---|--|---|---|-----|-----|--|--------------------|---|--|---|--|--|---------------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

2. Represents shares held by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P. J.W. Marriott, Jr., John W. Marriott, III, Deborah Marriott Harrison, Stephen Garff Marriott and David Sheets Marriott are each shareholders of JWM Family Enterprises, Inc.

Bancroft S. Gordon, Attorney-<u>In-Fact</u> 02/10/2011

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \ast 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.