

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	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MARRIOTT JOHN W III</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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning more than 10%
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/06/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	08/06/2012		G	V	10,000	A	\$0.0000	779,920	D	
Class A Common Stock								11,435	I	401(k) account
Class A Common Stock								339,720	I ⁽¹⁾	Beneficiary 1
Class A Common Stock								496,960	I ⁽¹⁾	Beneficiary 2
Class A Common Stock								10,710,082	I ⁽¹⁾	By Corporation ⁽²⁾
Class A Common Stock								9,076,188	I ⁽¹⁾	By Ltd Partnership - TPV ⁽²⁾
Class A Common Stock								320,000	I ⁽¹⁾	LP Partnership
Class A Common Stock								19,468	I ⁽¹⁾	Sp Trustee 1
Class A Common Stock								19,468	I ⁽¹⁾	Sp Trustee 2
Class A Common Stock								10,108	I ⁽¹⁾	Sp Trustee 3
Class A Common Stock								290,000	I	Sp. Trustee SGM Descendants Trust
Class A Common Stock								31,210	I ⁽¹⁾	Spouse
Class A Common Stock								69,478	I ⁽¹⁾	Trustee 1
Class A Common Stock								59,911	I ⁽¹⁾	Trustee 2
Class A Common Stock								47,602	I ⁽¹⁾	Trustee 3

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)					

Explanation of Responses:

- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- 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-
In-Fact 08/23/2012

** 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.