
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

MARRIOTT INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

52-2055918

(I.R.S. Employer Identification Number)

10400 Fernwood Road

Bethesda, Maryland 20817

(301) 380-3000

(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

Ward R. Cooper, Esq.

Marriott International, Inc.

Dept. 52/923.30

10400 Fernwood Road

Bethesda, Maryland 20817

(301) 380-7824

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:

Stephanie Tsacoumis, Esq.

Gibson, Dunn & Crutcher LLP

1050 Connecticut Avenue, N.W.

Washington, DC 20036

(202) 955-8500

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (2)	Amount to be Registered Proposed Maximum Offering Price Per Unit Proposed Maximum Registration Fee Price Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share	
Preferred Stock, without par value	
Debt Securities	
Preferred Stock Rights (3)	
Warrants	(1)
Depositary Shares (4)	
Purchase Contracts	
Total	

- (1) An indeterminate aggregate offering price or number of securities of each identified class is being registered as may from time to time be offered at indeterminate prices. Separate consideration may or may not be received for securities that are issuable on exercise, conversion or exchange of other securities. In accordance with Rules 456(b) and 457(r), the registrant is deferring payment of all of the registration fee, except for \$22,500 that has already been paid with respect to \$150,000,000 aggregate initial offering price of securities that were previously registered pursuant to Registration Statement No. 333-53860 filed by Marriott International, Inc. on January 17, 2001, and were not sold thereunder.
- (2) Any securities registered hereunder may be sold separately or as units with other securities registered hereunder.
- (3) Associated with the Class A Common Stock are preferred share purchase rights that will not be exercisable or evidenced separately from the Class A Common Stock prior to the occurrence of certain events.
- (4) Each depositary share will be issued under a deposit agreement and will be evidenced by a depositary receipt.



MARRIOTT INTERNATIONAL, INC.

DEBT SECURITIES
COMMON STOCK
PREFERRED STOCK
WARRANTS
RIGHTS
DEPOSITARY SHARES
PURCHASE CONTRACTS
UNITS

We may from time to time offer to sell our debt securities, common stock or preferred stock, either separately or represented by warrants, depositary shares, rights or purchase contracts, as well as units that include any of these securities or securities of other entities. The debt securities may consist of debentures, notes or other types of debt. Our Class A Common Stock is listed on the New York Stock Exchange and trades under the ticker symbol "MAR." The debt securities, preferred stock, warrants and purchase contracts may be convertible or exercisable or exchangeable for common or preferred stock or other securities of ours or debt or equity securities of one or more other entities.

We may offer and sell these securities to or through one or more underwriters, dealers and agents, or directly to purchasers, on a continuous or delayed basis. These securities also may be resold by security holders. We will provide specific terms of any securities to be offered in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest.

Our principal executive offices are located at 10400 Fernwood Road, Bethesda, Maryland 20817. Our telephone number is (301) 380-3000.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 8, 2005

Table of Contents

<u>Where You Can Find More Information</u>	ii
<u>Incorporation by Reference</u>	ii
<u>Use of Proceeds</u>	1
<u>Description of Securities</u>	1
<u>Selling Securityholders</u>	1
<u>Legal Matters</u>	1
<u>Experts</u>	1

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission, or the SEC. You can inspect and copy these reports, proxy statements and other information at the public reference facilities of the SEC at the SEC's Public Reference Room located at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. The SEC also maintains a web site that contains reports, proxy and information statements and other information regarding registrants that file electronically with the SEC (<http://www.sec.gov>). Our internet address is www.marriott.com. You can inspect reports and other information we file at the office of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We have filed a registration statement and related exhibits with the SEC under the Securities Act of 1933, as amended. The registration statements contain additional information about us and the securities we may issue. You may inspect the registration statement and exhibits without charge at the office of the SEC at 100 F Street, N.E., Washington, D.C. 20549, and you may obtain copies from the SEC at prescribed rates.

INCORPORATION BY REFERENCE

The SEC allows us to "incorporate by reference" information into this prospectus, which means that we can disclose important information to you by referring to those documents. We hereby "incorporate by reference" the documents listed below, which means that we are disclosing important information to you by referring you to those documents. The information that we file later with the SEC will automatically update and in some cases supersede this information. Specifically, we incorporate by reference the following documents or information filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- Our Annual Report on Form 10-K for the year ended December 31, 2004;
- The description of our Class A Common Stock contained in our Registration Statement on Form 8-A filed March 16, 1998 (File No. 001-13881), including any amendments or reports filed for the purpose of updating the description of our Class A Common Stock;
- Our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 25, 2005, June 17, 2005 and September 9, 2005;
- Our Current Reports on Form 8-K filed on March 14, May 10, May 19, June 8, June 14, June 24, June 27, July 5, August 8, October 11, October 20, October 24, October 26, November 1, November 4, November 8, and November 15, 2005;
- Our Proxy Statement filed on March 31, 2005; and
- Future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus and before the termination of this offering.

You may request a copy of these filings at no cost by writing or telephoning us at the following address:

Corporate Secretary
Marriott International, Inc.
Marriott Drive, Department 52/862
Washington, D.C. 20058
(301) 380-3000

You should rely only on the information incorporated by reference or provided in this prospectus and any supplement. We have not authorized anyone else to provide you with other information.

USE OF PROCEEDS

We will set forth in the applicable prospectus supplement our intended use for the net proceeds received by us for our sale of securities under this prospectus. We will not receive the net proceeds of any sales by selling security holders.

DESCRIPTION OF SECURITIES

We will set forth in the applicable prospectus supplement a description of the debt securities, common stock, preferred stock, warrants, rights, depositary shares, purchase contracts or units that may be offered under this prospectus.

Debt securities offered under this prospectus will be governed by a document called the "Indenture." Unless we specify otherwise in the applicable prospectus supplement, the Indenture is a contract between us and JPMorgan Chase Bank, N.A., formerly known as The Chase Manhattan Bank, which acts as Trustee. A copy of the Indenture has been filed with the SEC. See "Where You Can Find More Information" for information on how to obtain a copy.

SELLING SECURITYHOLDERS

Information about selling securityholders, where applicable, will be set forth in a prospectus supplement, in a post-effective amendment, or in filings we make with the SEC under the Exchange Act which are incorporated by reference.

LEGAL MATTERS

Our Law Department will pass upon the validity of any debt securities, preferred stock or common stock issued under this prospectus. Attorneys in our Law Department own shares of our common stock, and hold stock options, deferred stock and restricted stock awards under our 2002 Comprehensive Stock and Cash Incentive Plan and may receive additional awards under such plan in the future. Any underwriters will be represented by their own legal counsel.

EXPERTS

The consolidated financial statements of Marriott International, Inc. appearing in Marriott International, Inc.'s Annual Report (Form 10-K) for the year ended December 31, 2004, and Marriott International, Inc. management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004 included therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements and management's assessment are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 14. Other Expenses of Issuance and Distribution

The following statement sets forth our expenses in connection with the offering described in the Registration Statement (all of which will be borne by us). All amounts shown are estimated.

SEC registration fee	\$ *
Printing expenses	+
Legal fees and expenses	+
Accounting fees and expenses	+
Miscellaneous expenses	+
Trustee fees and expenses	+
Total	\$

* In accordance with Rule 456(b), we are deferring payment of the registration fee for the securities offered by this prospectus, except for \$22,500 that has already been paid with respect to \$150,000,000 aggregate initial offering price of securities that were previously registered by us pursuant to Registration Statement No. 333-53860 filed on January 17, 2001, and were not sold thereunder.

+ Estimated expenses are not presently known.

Item 15. Indemnification of Directors and Officers

Article Eleventh and Article Sixteenth of the Company's Third Amended and Restated Certificate of Incorporation (the "Certificate") and Section 7.7 of the Company's Amended and Restated Bylaws limit the personal liability of directors to the Company or its shareholders for monetary damages for breach of fiduciary duty. These provisions of the Company Certificate and Bylaws are collectively referred to herein as the "Director Liability and Indemnification Provisions."

The Director Liability and Indemnification Provisions define and clarify the rights of individuals, including Company directors and officers, to indemnification by the Company in the event of personal liability or expenses incurred by them as a result of litigation against them. These provisions are consistent with Section 102(b)(7) of the Delaware General Corporation Law, which is designed, among other things, to encourage qualified individuals to serve as directors of Delaware corporations by permitting Delaware corporations to include in their certificates of incorporation a provision limiting or eliminating directors' liability for monetary damages and with other existing Delaware General Corporation Law provisions permitting indemnification of certain individuals, including directors and officers. The limitations of liability in the Director Liability and Indemnification Provisions may not affect claims arising under the federal securities laws.

In performing their duties, directors of a Delaware corporation are obligated as fiduciaries to exercise their business judgment and act in what they reasonably determine in good faith, after appropriate consideration, to be the best interests of the corporation and its shareholders. Decisions made on that basis are protected by the so-called "business judgment rule." The business judgment rule is designed to protect directors from personal liability to the corporation or its shareholders when business decisions are subsequently challenged. However, the expense of defending lawsuits, the frequency with which unwarranted litigation is brought against directors and the inevitable uncertainties with respect to the outcome of applying the business judgment rule to particular facts and circumstances mean that, as a practical matter, directors and officers of a corporation rely on indemnity from, and insurance procured by, the corporation they serve, as a financial backstop in the event of such expenses or unforeseen liability. The Delaware legislature has recognized that adequate insurance and indemnity provisions are often a condition of an individual's willingness to serve as

director of a Delaware corporation. The Delaware General Corporation law has for some time specifically permitted corporations to provide indemnity and procure insurance for its directors and officers.

This description of the Director Liability and Indemnification Provisions is intended as a summary only and is qualified in its entirety by reference to the Company Certificate and the Company Bylaws, each of which has been filed with the SEC.

Item 16. Exhibits

Exhibit Number	Description	Incorporation by Reference (where a report or registration statement is indicated below, that document has been previously filed with the SEC and the applicable exhibit is incorporated by reference thereto)
4.1	Indenture dated as of November 16, 1998, between the Company and JPMorgan Chase Bank, N.A., formerly known as The Chase Manhattan Bank	Exhibit 4.1 to our Form 10-K for the fiscal year ended January 1, 1999 (File No. 001-13881).
4.2	Amended and Restated Rights Agreement dated as of August 9, 1999, with the Bank of New York, as Rights Agent	Exhibit 4.1 to our Form 10-Q for the fiscal quarter ended September 10, 1999 (File No. 001-13881).
4.3	Third Amended and Restated Certificate of Incorporation of the Company	Exhibit 3 to our Form 10-Q for the fiscal quarter ended June 18, 1999 (File No. 001-13881).
4.4	Amended and Restated Bylaws of the Company	Exhibit 3.2 to our Form 10-K for the fiscal year ended January 3, 2003 (File No. 001-13881).
4.5	Form of Common Stock Certificate	<i>Filed herewith.</i>
4.6	Form of Rights Certificate	Exhibit 99.4 to our Form 8-A/A filed April 3, 1998 (File No. 001-13881).
5	Opinion of the Law Department of the Company	<i>Filed herewith.</i>
23.1	Consent of Ernst & Young LLP	<i>Filed herewith.</i>
23.2	Consent of the Law Department of the Company	<i>Included in Exhibit 5 filed herewith.</i>
24	Power of Attorney	<i>Included on the signature pages hereto.</i>
25	Statement of Eligibility of JPMorgan Chase Bank, N.A., as Trustee	<i>Filed herewith.</i>

Item 17. Undertakings

The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate,

represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in the volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i), (ii) and (iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to Section 13 and Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities in the post-effective amendment at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of the securities at that time shall be deemed to be the initial bona fide offering thereof.

(7) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been informed that in the opinion of the Securities and Exchange Commission this type of indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities and Exchange Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Montgomery, State of Maryland, on December 8, 2005.

MARRIOTT INTERNATIONAL, INC.

By: /s/ J.W. MARRIOTT, JR.
J.W. Marriott, Jr.
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Joseph Ryan and Terri L. Turner as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this registration statement (and any additional registration statement related hereto permitted by Rule 462(b) promulgated under the Securities Act of 1933 (and all further amendments, including post-effective amendments, thereto)), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ J.W. MARRIOTT, JR.</u> J.W. Marriott, Jr.	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	December 8, 2005
<u> /s/ ARNE M. SORENSON</u> Arne M. Sorenson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 8, 2005
<u> /s/ CARL T. BERQUIST</u> Carl T. Berquist	Executive Vice President, Financial Information and Enterprise Risk Management (Principal Accounting Officer)	December 8, 2005

/s/ JOHN W. MARRIOTT III

Vice Chairman of the Board and Director

December 8, 2005

John W. Marriott III

/s/ R. S. BRADDOCK

Director

December 8, 2005

Richard S. Braddock

/s/ L.W. KELLNER

Director

December 8, 2005

Lawrence W. Kellner

/s/ DEBRA L. LEE

Director

December 8, 2005

Debra L. Lee

/s/ FLORETTA DUKES MCKENZIE

Director

December 8, 2005

Floretta Dukes McKenzie

/s/ GEORGE MUÑOZ

Director

December 8, 2005

George Muñoz

/s/ HARRY J. PEARCE

Director

December 8, 2005

Harry J. Pearce

/s/ ROGER SANT

Director

December 8, 2005

Roger W. Sant

/s/ WILLIAM J. SHAW

Director

December 8, 2005

William J. Shaw

/s/ LAWRENCE M. SMALL

Director

December 8, 2005

Lawrence M. Small

EXHIBIT INDEX

Incorporation by Reference
(where a report or registration statement is indicated below, that document has been previously filed with the SEC and the applicable exhibit is incorporated by reference thereto)

Exhibit Number	Description	
4.1	Indenture dated as of November 16, 1998, between the Company and JPMorgan Chase Bank, N.A., formerly known as The Chase Manhattan Bank	Exhibit 4.1 to our Form 10-K for the fiscal year ended January 1, 1999 (File No. 001-13881).
4.2	Amended and Restated Rights Agreement dated as of August 9, 1999, with the Bank of New York, as Rights Agent	Exhibit 4.1 to our Form 10-Q for the fiscal quarter ended September 10, 1999 (File No. 001-13881).
4.3	Third Amended and Restated Certificate of Incorporation of the Company	Exhibit 3 to our Form 10-Q for the fiscal quarter ended June 18, 1999 (File No. 001-13881).
4.4	Amended and Restated Bylaws of the Company	Exhibit 3.2 to our Form 10-K for the fiscal year ended January 3, 2003 (File No. 001-13881).
4.5	Form of Common Stock Certificate	<i>Filed herewith.</i>
4.6	Form of Rights Certificate	Exhibit 99.4 to our Form 8-A/A filed April 3, 1998 (File No. 001-13881).
5	Opinion of the Law Department of the Company	<i>Filed herewith.</i>
23.1	Consent of Ernst & Young LLP	<i>Filed herewith.</i>
23.2	Consent of the Law Department of the Company	<i>Included in Exhibit 5 filed herewith.</i>
24	Power of Attorney	<i>Included on the signature pages hereto.</i>
25	Statement of Eligibility of JPMorgan Chase Bank, N.A., as Trustee	<i>Filed herewith.</i>



CLASS A
COMMON STOCK

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

\$0.01 PAR VALUE

SHARES
SPECIMEN

Marriott International, Inc.

See reverse for certain definitions

THIS
CERTIFIES
THAT

CUSIP 571903 20 2

SPECIMEN

IS THE OWNER OF

FULLY PAID AND NON-ASSESSABLE SHARES OF THE CLASS A COMMON STOCK OF

Marriott International, Inc. transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this certificate properly endorsed. This certificate and the shares represented hereby are issued and shall be held subject to all of the provisions of the Certificate of Incorporation of the Corporation, as amended, to all of which the holder of this certificate by acceptance hereof expressly assents. This certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

Witness the fingerprints and of the Corporation and the fingerprints signatures of its duly authorized officers.

Date

[Signature]
CORPORATE SECRETARY

[Signature]
CHAIRMAN OF THE BOARD

COUNTERSIGNED AND REGISTERED:
EquiServe Trust Company, N.A.

[Signature]
TRANSFER AGENT
AND REGISTRAR
AUTHORITY OFFICER

SPECIMEN

MARRIOTT INTERNATIONAL, INC.

The Company will furnish without charge to any stockholder who so requests a full statement or summary of the powers, designations, preferences and relative, participating, optional, or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Such request may be made to the Secretary of the Company or the Transfer Agent for the Company's common stock.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM—as tenants in common
TEN ENT—as tenants by the entireties
JT TEN—as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT—Custodian (Cust) (Minor) under Uniform Gifts to Minors Act (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE

_____ shares
*of the capital stock represented by the within Certificate
and do hereby irrevocably constitute and appoint*
_____ Attorney
to transfer the said stock on the books of the within named
Corporation with full power of substitution in the premises.
Dated _____

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

SIGNATURE(S) GUARANTEED:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

This certificate also evidences and entitles the holder hereof to certain Rights as set forth in the Rights Agreement between the Company and The Bank of New York (the "Rights Agent") dated as of March 27, 1998, as amended (the "Rights Agreement"), the terms of which are hereby incorporated by reference and a copy of which is on file at the principal offices of the Company, under certain circumstances, as set forth in the Rights Agreement, such Rights will be evidenced by separate certificates and will no longer be evidenced by this certificate. The Company will mail to the holder of this certificate a copy of the Rights Agreement, as in effect on the date of mailing, without charge promptly after receipt of a written request therefor. Under certain circumstances set forth in the Rights Agreement, rights, issued to, or held by, any person who is, was or becomes an Acquiring Person or any Affiliate or Associate thereof (as such terms are defined in the Rights Agreement), whether currently held by or on behalf of such Person or by any subsequent holder, may become null and void.

KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.



Marriott International, Inc.
Corporate Headquarters
Law Department 52/923.30

Marriott Drive
Washington, D.C. 20058
301/380-9555

December 8, 2005

Marriott International, Inc.
10400 Fernwood Road
Bethesda, Maryland 20817

Ladies and Gentlemen:

I am an Executive Vice President and serve as General Counsel of Marriott International, Inc., a Delaware corporation (the "*Company*"). In that capacity I, together with other attorneys in the Company's Law Department who have given substantive attention to the representation described in this paragraph (collectively, "*we*"), have acted as legal counsel to the Company in connection with the Company's registration of securities on a Registration Statement on Form S-3 (the "*Registration Statement*") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "*Act*"). The Registration Statement covers the following securities (collectively, the "*Securities*"): debt securities, common stock and preferred stock, either separately or represented by the following (collectively, the "*Related Instruments*"): warrants, depositary shares, rights or purchase contracts, as well as units that include any of these securities or securities of other entities. The Securities may be offered in separate series, in amounts, at prices, and on terms to be set forth in the prospectus and one or more supplements to the prospectus (collectively, the "*Prospectus*") constituting a part of the Registration Statement.

In each case, except as otherwise set forth in the applicable prospectus supplement, (a) any debt securities or debt security Related Instruments (collectively, the "*Debt Related Securities*") will be issued pursuant to that certain Indenture between the Company and The Chase Manhattan Bank, as trustee, dated as of November 16, 1998 (the "*Indenture*"); (b) any series of preferred stock or preferred stock Related Instruments (collectively, the "*Preferred Stock Securities*") are to be issued under the Company's restated certificate of incorporation, as amended from time to time and one or more resolutions of the board of directors setting forth the terms and conditions of the preferred stock; and (c) any common stock or common stock Related Instruments (collectively, the "*Common Stock Securities*") are to be issued under the Company's restated certificate of incorporation, as amended from time to time.

As part of the corporate action taken and to be taken in connection with the issuance of the Securities (the "*corporate proceedings*"), the Company's board of directors will, before they are issued, authorize the issuance of any Securities other than Debt Related Securities, and certain terms of the Securities to be issued by the Company from time to time will be approved by the board of directors or a committee thereof or certain authorized officers of Company.

We have examined or are otherwise familiar with the Company's restated certificate of incorporation and by-laws, the Registration Statement, such of the corporate proceedings as have occurred as of the date hereof, and such other documents, records and instruments as we have deemed necessary or appropriate for the purposes of this opinion. Based on the foregoing and the assumptions that follow, we are of the opinion that:

1. The Indenture is a valid and binding obligation of the Company and upon (a) the completion of all required corporate proceedings relating to the issuance of debt securities, (b) the due execution and delivery of the Debt Related Securities, and (c) the due authentication of the Debt Related Securities by a duly appointed trustee, such Debt Related Securities will be valid and binding obligations of the Company.
2. Upon (a) the completion of all required corporate proceedings relating to the issuance of Preferred Stock Securities, and (b) the due execution, issuance and delivery of certificates or other appropriate instruments representing the Preferred Stock Securities pursuant to the applicable resolutions of the Company's board of directors, the Preferred Stock Securities will be validly authorized and issued, fully paid and non-assessable.
3. Upon (a) the completion of all required corporate proceedings relating to the issuance of Common Stock Securities, and (b) the execution, issuance and delivery of certificates or other appropriate instruments representing the Common Stock Securities, the Common Stock Securities will be validly authorized and issued, fully paid and non-assessable.

The foregoing opinions assume that the consideration designated in the applicable corporate proceedings for any Security or provided for in the applicable purchase, underwriting or similar agreement approved in connection with the issuance of the Security has been received by the Company in accordance with applicable law. With respect to the opinion expressed in paragraph 1 regarding enforceability of the Indenture, we have assumed that the Indenture is a valid and legally binding obligation of the Trustee. To the extent they relate to enforceability, each of the foregoing opinions is subject to the limitation that the provisions of the referenced instruments and agreements may be limited by bankruptcy or other laws of general application affecting the enforcement of creditors' rights and by general principals of equity (regardless of whether enforcement is considered in a proceeding in equity or at law).

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to the Company's Law Department in the prospectus that forms a part of the Registration Statement.

Very truly yours,

/s/ Joseph Ryan
Joseph Ryan
Executive Vice President
and General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-3 No. 333-00000) and related Prospectus of Marriott International, Inc. for the registration of its debt securities, common stock, preferred stock, warrants, rights, depositary shares, purchase contracts and units and to the incorporation by reference therein of our reports dated February 21, 2005, with respect to the consolidated financial statements of Marriott International, Inc., Marriott International Inc. management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Marriott International, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2004, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia
December 7, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM T-1

STATEMENT OF ELIGIBILITY
 UNDER THE TRUST INDENTURE ACT OF 1939 OF
 A CORPORATION DESIGNATED TO ACT AS TRUSTEE

CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF
 A TRUSTEE PURSUANT TO SECTION 305(b)(2)

JPMORGAN CHASE BANK, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

(State of incorporation
if not a national bank)

13-4994650
 (I.R.S. employer
 identification No.)

1111 Polaris Parkway
Columbus, Ohio
 (Address of principal executive offices)

43271
 (Zip Code)

Pauline E. Higgins
 Vice President and Assistant General Counsel
 JPMorgan Chase Bank, National Association
 707 Travis Street, 4th Floor North
 Houston, Texas 77002
 Tel: (713) 216-1436
 (Name, address and telephone number of agent for service)

MARRIOTT INTERNATIONAL, INC.

(Exact name of obligor as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

52-2055918
 (I.R.S. employer
 identification No.)

10400 Fernwood Road
Bethesda, Maryland
 (Address of principal executive offices)

20817
 (Zip Code)

Debt Securities

(Title of the indenture securities)

GENERAL

Item 1. General Information.

Furnish the following information as to the trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency, Washington, D.C.

Board of Governors of the Federal Reserve System, Washington, D.C., 20551

Federal Deposit Insurance Corporation, Washington, D.C., 20429.

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with the Obligor and Guarantors.

If the obligor or any guarantor is an affiliate of the trustee, describe each such affiliation.

None.

Item 16. List of Exhibits

List below all exhibits filed as a part of this Statement of Eligibility.

1. A copy of the Articles of Association of JPMorgan Chase Bank, N.A. (see Exhibit 1 to Form T-1 filed in connection with Registration Statement No. 333-106575 which is incorporated by reference).
2. A copy of the Certificate of Authority of the Comptroller of the Currency for the trustee to commence business. (see Exhibit 2 to Form T-1 filed in connection with Registration Statement No. 333-106575 which is incorporated by reference).
3. None, the authority of the trustee to exercise corporate trust powers being contained in the documents described in Exhibits 1 and 2.
4. A copy of the existing By-Laws of the Trustee. (see Exhibit 4 to Form T-1 filed in connection with Registration Statement No. 333-106575 which is incorporated by reference).
5. Not applicable.
6. The consent of the Trustee required by Section 321(b) of the Act. (see Exhibit 6 to Form T-1 filed in connection with Registration Statement No. 333-106575 which is incorporated by reference).
7. A copy of the latest report of condition of the Trustee, published pursuant to law or the requirements of its supervising or examining authority.
8. Not applicable.
9. Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939 the Trustee, JPMorgan Chase Bank, N.A., has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of New York and State of New York, on the 5th day of December, 2005.

JPMORGAN CHASE BANK, N.A.

By /s/ Francine Springer
Vice President

Bank Call Notice

RESERVE DISTRICT NO. 2
CONSOLIDATED REPORT OF CONDITION OF

JPMorgan Chase Bank, N.A.
of 1111 Polaris Parkway, Columbus, Ohio 43240
and Foreign and Domestic Subsidiaries,
a member of the Federal Reserve System,

at the close of business September 30, 2005, in
accordance with a call made by the Federal Reserve Bank of this
District pursuant to the provisions of the Federal Reserve Act.

ASSETS	Dollar Amounts in Millions
Cash and balances due from depository institutions:	
Noninterest-bearing balances and currency and coin	\$ 28,433
Interest-bearing balances	17,638
Securities:	
Held to maturity securities	84
Available for sale securities	55,133
Federal funds sold and securities purchased under agreements to resell	
Federal funds sold in domestic offices	24,468
Securities purchased under agreements to resell	167,210
Loans and lease financing receivables:	
Loans and leases held for sale	30,960
Loans and leases, net of unearned income	360,848
Less: Allowance for loan and lease losses	4,895
Loans and leases, net of unearned income and allowance	355,953
Trading Assets	229,642
Premises and fixed assets (including capitalized leases)	8,279
Other real estate owned	141
Investments in unconsolidated subsidiaries and associated companies	794
Customers' liability to this bank on acceptances outstanding	738
Intangible assets	
Goodwill	23,365
Other Intangible assets	10,275
Other assets	55,313
TOTAL ASSETS	\$ 1,008,426

LIABILITIES

Deposits	
In domestic offices	\$ 389,235
Noninterest-bearing	138,883
Interest-bearing	250,352
In foreign offices, Edge and Agreement subsidiaries and IBF's	140,161
Noninterest-bearing	6,800
Interest-bearing	133,361
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased in domestic offices	8,435
Securities sold under agreements to repurchase	109,608
Trading liabilities	131,588
Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases)	82,712
Bank's liability on acceptances executed and outstanding	738
Subordinated notes and debentures	17,662
Other liabilities	40,948
TOTAL LIABILITIES	921,087
Minority Interest in consolidated subsidiaries	2,249

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,785
Surplus (exclude all surplus related to preferred stock)	59,467
Retained earnings	24,523
Accumulated other comprehensive income	(685)
Other equity capital components	0
TOTAL EQUITY CAPITAL	85,090
TOTAL LIABILITIES, MINORITY INTEREST, AND EQUITY CAPITAL	\$ 1,008,426

I, Joseph L. Sclafani, E.V.P. & Controller of the above-named bank, do hereby declare that this Report of Condition has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true to the best of my knowledge and belief.

JOSEPH L. SCLAFANI

We, the undersigned directors, attest to the correctness of this Report of Condition and declare that it has been examined by us, and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

WILLIAM B. HARRISON, JR.)
JAMES DIMON) DIRECTORS
MICHAEL J. CAVANAGH)