SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP	OMB Number: 32			
	Estimated average burde			
	hours per response:			

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>HIPPEAU ERIC</u>			2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> <u>/MD/</u> [MAR]		ationship of Reporting P k all applicable) Director	10% Owner		
(Last) 7750 WISCO	(First) NSIN AVENU	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/28/2024		Officer (give title below)	Other (specify below)		
(Street) BETHESDA	,		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	ividual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication		ract, instruction or written p	lan that is intended to		

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)	Code (ransaction Disposed Of (D) (Instr. 3, 4 and ode (Instr. 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Class A Common Stock-Dir. Def. Stock Comp Plan-1	03/28/2024		А		98 ⁽¹⁾	A	\$253.38	39,913	D		
Class A Common Stock								72	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)	Execution Date, if any	4. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Instr	5. Number 6. Date Exercisable and Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		tion Date Amount of			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Quarterly director fees deferred pursuant to the Company stock plan. The shares are fully vested and will be distributed following termination of service as a Board member.

Andrew P.C. Wright, Attorney-in-Fact

** Signature of Reporting Person Date

04/01/2024

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.

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