
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 4, 2012

MARRIOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-13881
(Commission
File Number)

52-2055918
(IRS Employer
Identification No.)

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

20817
(Zip Code)

Registrant's telephone number, including area code: (301) 380-3000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The bylaws of Marriott International, Inc. (“Marriott”) provide that the fiscal year of Marriott shall be fixed by the resolution of the board of directors (the “Board”). On May 4, 2012, the Board approved a resolution changing Marriott’s financial reporting to a calendar year end beginning with the 2013 fiscal year. Marriott’s 2013 fiscal year will begin on December 29, 2012 (the day after the end of the 2012 fiscal year) and will end on December 31, 2013. Subsequent fiscal years will begin on January 1 and end on December 31. Marriott’s quarterly results will be for three month periods ending March 31, June 30, September 30, and December 31, except that the period ending March 31, 2013 will also include December 29, 2012 through December 31, 2012. The company believes these changes will allow the simplification of transaction and reporting processes to support future growth. Historical results will not be restated.

Historically (and continuing for the 2012 fiscal year) Marriott’s fiscal year was a 52-53 week fiscal year that ended on the Friday nearest to December 31. Historically (and continuing for the 2012 fiscal year) Marriott’s quarterly results were for twelve week periods for the first, second, and third quarters and for a sixteen week period (or in some cases a seventeen week period) for the fourth quarter.

Marriott’s Form 10-K for the 2013 fiscal year will include the period from December 29, 2012 to December 31, 2012. This period will also be included in Marriott’s Form 10-Q for the quarterly period ending March 31, 2013. A copy of Marriott’s press release is attached as Exhibit 99 and is incorporated by reference.

ITEM 5.07 Submission of Matters to a Vote of Security Holders.

On May 4, 2012, Marriott held its Annual Meeting of Shareholders. At the Annual Meeting, shareholders considered: 1) the election of the ten director nominees named in the proxy statement; 2) the ratification of the independent registered public accounting firm for fiscal 2012; and 3) an advisory resolution to approve the compensation of Marriott’s named executive officers. Marriott’s shareholders voted as follows on these matters:

1. Marriott’s shareholders elected the ten director nominees named in the proxy statement with the following votes:

<u>NOMINEE</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON- VOTES</u>
J.W. Marriott, Jr.	2,598,807,260	65,608,330	1,723,750	270,657,180
John W. Marriott III	2,601,567,960	62,681,990	1,889,390	270,657,180
Mary K. Bush	2,598,657,270	63,755,760	3,726,310	270,657,180
Lawrence W. Kellner	2,649,626,950	13,480,560	3,031,830	270,657,180
Debra L. Lee	2,639,117,530	23,186,380	3,835,430	270,657,180
George Muñoz	2,650,329,820	12,736,710	3,072,810	270,657,180
Harry J. Pearce	2,599,169,870	63,789,500	3,179,970	270,657,180
Steven S Reinemund	2,598,807,400	63,606,740	3,725,200	270,657,180
Lawrence M. Small	2,595,540,610	67,329,720	3,269,010	270,657,180
Arne M. Sorenson	2,648,247,790	15,101,770	2,789,780	270,657,180

2. Marriott's shareholders ratified the appointment of Ernst & Young LLP as Marriott's independent registered public accounting firm for fiscal 2012 with the following votes:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
2,924,292,280	9,588,910	2,915,330

3. Marriott's shareholders approved the advisory resolution to approve the compensation of Marriott's named executive officers with the following votes:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON- VOTES</u>
2,326,887,770	329,455,500	9,796,070	270,657,180

ITEM 8.01 Other Events.

On May 4, 2012 the Board declared a quarterly cash dividend of thirteen cents (\$0.13) per share of common stock. The dividend is payable on June 22, 2012 to shareholders of record on May 18, 2012. A copy of Marriott's press release is attached as Exhibit 99 and is incorporated by reference.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed with this report:

Exhibit 99 - Press release issued on May 4, 2012.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

Date: May 8, 2012

By: /s/ Carl T. Berquist

Carl T. Berquist

Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit
No.

Description

99 Press release dated May 4, 2012.



Contact: Tom Marder
(301) 380-2553
Thomas.marder@marriott.com

Marriott International Announces 30 Percent Increase in Cash Dividend; Board Also Approves Adoption of Calendar Fiscal Year Beginning in 2013

Bethesda, Md. – May 4, 2012 – Marriott International, Inc. (NYSE: MAR) today announced that its board of directors approved a 30 percent increase in the company's quarterly cash dividend from ten cents (\$0.10) to thirteen cents (\$0.13) per share of common stock. The dividend is payable on June 22, 2012 to shareholders of record on May 18, 2012.

The board also approved a resolution changing the company's fiscal year to a calendar year-end beginning with 2013. During 2012, Marriott is upgrading its accounting and financial reporting tools, which will enable the conversion of the entire organization from a 13-period year to a 12-month accounting calendar. The company believes these changes will allow the simplification of transaction and reporting processes to support future growth. The company will not restate historical results as a part of this change. The company's fiscal year 2013 will begin on December 29, 2012 and will end on December 31, 2013.

Marriott International, Inc. (NYSE: MAR) is a leading lodging company based in Bethesda, Maryland, USA with more than 3,700 properties in 73 countries and territories and reported revenues of over \$12 billion in fiscal year 2011. The company operates and franchises hotels and licenses vacation ownership resorts under 17 brands, including *Marriott Hotels & Resorts*, *The Ritz-Carlton*, *JW Marriott*, *Bulgari*, *EDITION*, *Renaissance*, *Autograph Collection*, *AC Hotels by Marriott*, *Courtyard*, *Fairfield Inn & Suites*, *SpringHill Suites*, *Residence Inn*, *TownePlace Suites*, *Marriott Executive Apartments*, *Marriott Vacation Club*, *Grand Residences by Marriott*, and *The Ritz-Carlton Destination Club*. There are approximately 300,000 employees at headquarters, managed and franchised properties. Marriott is consistently recognized as a top employer and for its superior business operations, which it conducts based on five core values: put people first, pursue excellence, embrace change, act with integrity, and serve our world. For more information or reservations, please visit our website at www.marriott.com, and for the latest company news, visit www.marriottnewscenter.com.

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