SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Class A Common Stock

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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48,327

251,000

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Trustee 3 JWM

Insurance Trust MCH 1998

Trust

	T liet	or Section 30(h) of									
1. Name and Address of Reporting Person [*] <u>Harrison Deborah Marriott</u>	2. Issuer Name and <u>MARRIOTT</u> [MAR]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner Officer (give title Other (specify						
(Last) (First) (Midd 10400 FERNWOOD ROAD	3. Date of Earliest Tr 12/08/2017	ansactio	on (Mo	onth/Day/Year	Officer (give title X Other (specify below) Member of 13(d) group						
(Street) BETHESDA MD 2081 (City) (State) (Zip)	4. If Amendment, Da	te of Or	iginal	Filed (Month/E	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person						
Table I	- Non-Deriva	ative Securities	Acqui	red,	Disposed	of, or	Benefic	cial	ly Owned		
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Yea	ar) 2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of	Acquired (A) or (D) (Instr. 3, 4 and 9		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)		
Class A Common Stock	12/08/2017	7	A		11,034	A	\$0.00	00	29,885	I	By Spouse ⁽¹⁾
Class A Common Stock	12/08/2017	7	A		10,434	A	\$0.00	00	40,319	I	By Spouse ⁽¹⁾
Class A Common Stock	12/08/2017	7	A		4,668	A	\$0.00	00	44,987	I	By Spouse ⁽¹⁾
Class A Common Stock	12/08/2017	7	A		3,278	A	\$0.00	00	48,265	Ι	By Spouse ⁽¹⁾
Class A Common Stock	12/08/2017	7	A		3,122	A	\$0.00	00	51,387	Ι	By Spouse ⁽¹⁾
Class A Common Stock	12/08/2017	7	A		2,865	A	\$0.00	00	54,252	I	By Spouse ⁽¹⁾
Class A Common Stock	12/08/2017	7	S		35,401	D	\$128.8	5 ⁽²⁾	18,851	I	By Spouse ⁽¹⁾
Class A Common Stock									114,155	D	
Class A Common Stock									20,000	Ι	AES JWM Gen Trust
Class A Common Stock									60,000	Ι	DMH JWM Gen Trust
Class A Common Stock									60,000	Ι	DSM JWM Gen Trust
Class A Common Stock									2,110	Ι	HMH 2014 Trust
Class A Common Stock									20,000	Ι	JRJ JWM Gen Trust
Class A Common Stock									24,227,118	Ι	JWM Family Enterprises
Class A Common Stock									60,000	Ι	JWM III JWM Gen Trust
Class A Common Stock									70,203	I	JWM III Trustee 1
Class A Common Stock									60,636	I	JWM III Trustee 2
									10.007		JWM III

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	Amount (A) or (D)		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock								54,920	I	MCH Investments, LLC
Class A Common Stock								22,464	I	MCH Irrev. Trust
Class A Common Stock								4,310	I	PWH 2014 Trust
Class A Common Stock								20,000	I	SBM JWM Gen Trust
Class A Common Stock								110,561	I	SMH Investments, LLC
Class A Common Stock								209,210	I	The Harrison Generation Trust
Class A Common Stock								84,268	I	Trustee 8
Class A Common Stock								78,993	I	Trustee 9

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(org.) paro, ranance, optiono, contention occurring															
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. Transa Code (8)		of Deri Seci Acq (A) (Disp of (E	umber vative urities uired or oosed D) (Instr. 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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	\$34.67	12/08/2017		D			30,716	(3)	(4)	Class A Common Stock	30,716	\$0.0000	0.0000	Ι	By Spouse
Stock Appreciation Rights	\$27.46	12/08/2017		D			7,952	(5)	02/15/2020	Class A Common Stock	7,952	\$0.0000	0.0000	I	By Spouse
Stock Appreciation Rights	\$26.99	12/08/2017		D			7,268	(6)	02/16/2020	Class A Common Stock	7,268	\$0.0000	0.0000	Ī	By Spouse
Stock Appreciation Rights	\$40.84	12/08/2017		D			9,512	(7)	02/17/2022	Class A Common Stock	9,512	\$0.0000	0.0000	I	By Spouse
Stock Appreciation Rights	\$35.54	12/08/2017		D			12,836	(8)	02/19/2018	Class A Common Stock	12,836	\$0.0000	0.0000	Ι	By Spouse
Stock Appreciation Rights	\$39.27	12/08/2017		D			30,536	(9)	02/22/2023	Class A Common Stock	30,536	\$0.0000	0.0000	Ι	By Spouse

Explanation of Responses:

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

2. Represents the weighted average sale price. The highest price at which shares were sold was \$129.09 and the lowest price at which shares were sold was \$128.77.

3. Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning on the first anniversary of the February 21, 2012 grant date.

4. The SAR's will expire February 21, 2022.

5. Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning February 15, 2010.

6. Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal annual installments beginning on the first anniversary of the February 16, 2010 grant date.

7. Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning on the first anniversary of the February 17, 2011 grant date.

8. Stock Appreciation Right, settled in Class A Common Stock and vesting in four equal annual installments beginning with the first anniversary of February 19, 2008.

9. Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning on the first anniversary of the February 22, 2013 grant date.

Bancroft S. Gordon, Attorney-	12/12/2017			
In-Fact	12/12/2017			
** Signature of Reporting Person	Date			

** Signature of Reporting Person

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.

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