FORM 4

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

## Washington, D.C. 20049

OMB APPROVAL

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#### 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

1. Name and Address of Reporting Person*  Harrison Deborah Marriott	urrison Deborah Marriott		suer Name <b>and</b> Tic ARRIOTT IN D/ [ MAR ]				Relationship of Reporting Person(s) to Issuer (Check all applicable)     Director					
(Last) (First) (Middle) 10400 FERNWOOD ROAD			ate of Earliest Trans	saction	(Mont	h/Day/Year)	below) A below) Member of 13(d) group					
(Street) BETHESDA MD 20817			Amendment, Date (	of Origin	nal Fil	ed (Month/Da	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting					
(City) (State) (Zip)								Person				
	Non-Deriva		Securities Ac	quire	d, Di	sposed o			5. Amount of	6. Ownership	7. Nature of	
1. Title of Security (Instr. 3)	Date (Month/Day		Execution Date,	Transaction Code (Instr. 8)		Disposed O	f (D) (Insti	r. 3, 4 an		Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
				Code V		Amount (A) or (D)		Price	Transaction(s) (Instr. 3 and 4)			
Class A Common Stock	12/02/20	009		G	V	1,005	A	\$0	297,947	D		
Class A Common Stock									798,940	I	By 1965 Trusts <sup>(1)</sup>	
Class A Common Stock									688,340	I	By 1974 Trust <sup>(1)</sup>	
Class A Common Stock									10,747,005	I	By JWM Family Enterprises, L.P. <sup>(1)</sup>	
Class A Common Stock									114,669	I	By Spouse <sup>(1)</sup>	
Class A Common Stock									11,114,380	I	By Thomas Point Ventures, L.P. <sup>(1)</sup>	
Class A Common Stock									7,310	I	Trustee 1 of Trust f/b/o her child <sup>(1)</sup>	
Class A Common Stock									1,200	I	Trustee 10 of Trust f/b/o her grandchild <sup>(1)</sup>	
Class A Common Stock									14,945	I	Trustee 2 of Trust f/b/o her child <sup>(1)</sup>	
Class A Common Stock									2,430	I	Trustee 3 of Trust f/b/o her child <sup>(1)</sup>	
Class A Common Stock									13,310	I	Trustee 4 of Trust f/b/o her child <sup>(1)</sup>	
Class A Common Stock									82,655	I	Trustee 5 of Trust f/b/o her child <sup>(1)</sup>	
Class A Common Stock									72,942	I	Trustee 6 of Trust f/b/o her child <sup>(1)</sup>	
Class A Common Stock									63,161	I	Trustee 7 of Trust f/b/o her child <sup>(1)</sup>	

		Tabl	le I - No	on-Deriv	vative	Seci	uritie	s Ac	quire	d, Di	sposed o	f, or B	eneficia	ally Own	ed			
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 (A) or (D) Price		Price	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
Class A Common Stock														60,8	351		I	Trustee 8 of Trust f/b/o her child <sup>(1)</sup>
Class A Common Stock												54,075		I I		Trustee 9 of Trust f/b/o her child <sup>(1)</sup>		
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)	ive Conversion Date Execution Date, Tran or Exercise (Month/Day/Year) if any Cod		Transa Code (			6. Date Expirat (Month	tion Da			8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)		10. Ownersh Form: Direct (D or Indirec (I) (Instr.	Beneficial Ownership t (Instr. 4)				
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares					

## **Explanation of Responses:**

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

## Remarks:

Bancroft S. Gordon, Attorney-12/04/2009 In-Fact

\*\* Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

 $<sup>^{\</sup>star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

<sup>\*\*</sup> Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).