

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Brown William P</u> _____ (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u> _____ (Street) <u>BETHESDA MD 20817</u> _____ (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> <u>[MAR]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ X <u>Group Pres., US and Canada</u>	
			3. Date of Earliest Transaction (Month/Day/Year) <u>02/24/2021</u>			
			4. If Amendment, Date of Original Filed (Month/Day/Year)		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-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)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Class A Common Stock	02/24/2021		A ⁽¹⁾		15,945	A	\$129.05 ⁽²⁾	30,026	D	
Class A Common Stock	02/24/2021		S		3,399	D	\$154.74	26,627	D	
Class A Common Stock	02/24/2021		F ⁽¹⁾		14,444	D	\$154.85 ⁽³⁾	12,183	D	
Class A Common Stock	02/25/2021		A ⁽⁴⁾		9,945	A	\$88.31	22,128	D	
Class A Common Stock	02/25/2021		S		2,194	D	\$153.01	19,934	D	
Class A Common Stock	02/25/2021		F ⁽⁴⁾		7,751	D	\$153.41	12,183	D	
Class A Common - Restricted Stock Units								8,453	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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 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
Stock Appreciation Rights	\$139.54	02/24/2021		M			6,321	(5)	02/20/2028	Class A Common Stock	6,321	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$120.16	02/24/2021		M			5,483	(6)	03/02/2030	Class A Common Stock	5,483	\$0.0000	10,966	D	
Stock Appreciation Rights	\$124.79	02/24/2021		M			4,141	(7)	03/05/2029	Class A Common Stock	4,141	\$0.0000	8,282	D	
Stock Appreciation Rights	\$88.31	02/25/2021		M			9,945	(8)	02/21/2027	Class A Common Stock	9,945	\$0.0000	0.0000	D	

Explanation of Responses:

- The reporting person received 1,501 shares of common stock upon the net exercise of 15,945 stock appreciation rights (SARs). A total of 14,444 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- 6,321 SARs were exercised at a grant price of \$139.54, 5,483 were exercised at a grant price of \$120.16, 4,141 SARs were exercised at a grant price of \$124.79.
- A total of 14,444 shares of common stock were withheld in payment of the SARs exercise prices and to satisfy the withholding tax obligation resulting from the exercise, at a weighted average market price of \$154.85.
- The reporting person received 2,194 shares of common stock upon the net exercise of 9,945 stock appreciation rights (SARs). A total of 7,751 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the February 20, 2018 grant date.
- Stock Appreciation Right, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the March 2, 2020 grant date.
- Stock Appreciation Right, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the March 6, 2019 grant date.
- Stock Appreciation Right, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the February 21, 2017 grant date.

Andrew P.C. Wright, Attorney-in-Fact 02/26/2021

** Signature of Reporting Person Date

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.

