SEC Form 4

FORM 4

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

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* MARRIOTT J W JR	2. Issuer Name **and** Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(Last)   (First)   (Middle)

10400 FERNWOOD ROAD

(Street)

BETHESDA   MD   20817

(City)   (State)   (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2007

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X Director   X 10% Owner

X Officer (give title below)   Other (specify below)

Chairman & CEO

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) Code	V	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount	(A) or (D)	Price	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)
Class A Common Stock	03/19/2007		M		152,300	A	$3.66	5,271,049	D	
Class A Common Stock	03/19/2007		S		152,300	D	$48.44(1)	5,118,749	D	
Class A Common Stock	03/20/2007		S		45,000	D	$48.75	220,756	I	Beneficiary
Class A Common Stock								13,200,000	I	By Ltd Partnership - TPV(2)
Class A Common Stock								10,827,960	I	By-Corp(2)
Class A Common Stock								320,000	I	GP/Partnership(2)
Class A Common Stock								2,412,568	I	Sp Trustee 1(2)
Class A Common Stock								15,404	I	Sp Trustee 2(2)
Class A Common Stock								16,504	I	Sp Trustee 3(2)
Class A Common Stock								16,504	I	Sp Trustee 4(2)
Class A Common Stock								19,468	I	Sp Trustee 5(2)
Class A Common Stock								19,468	I	Sp Trustee 6(2)
Class A Common Stock								10,108	I	Sp Trustee 7(2)
Class A Common Stock								279,470	I	Spouse(2)
Class A Common Stock								770,960	I	Trustee 1(2)
Class A Common Stock								6,060,764	I	Trustee 19(2)
Class A Common Stock								785,000	I	Trustee 2(2)
Class A Common Stock								588,766	I	Trustee 3(2)
Class A Common Stock								786,960	I	Trustee 4(2)
Class A Common Stock								798,940	I	Trustee 5(2)
Class A Common Stock								695,639	I	Trustee 6(2)
Class A Common Stock								732,274	I	Trustee 7(2)
Class A Common Stock								787,220	I	Trustee 8(2)

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) Code	V	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)	(D)	6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable	Expiration Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title	Amount or Number of Shares	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)

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	Amount or Number of Shares				
Class A Employee Stock Option (Right to buy)	$3.66	03/19/2007		M			152,300	(3)	10/20/2007	Class A Common Stock	152,300	$0	0.00	D	

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was $48.58 and the lowest price at which shares were sold was $48.29.

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

3. The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 grant date.

Remarks:

By: Ward R. Cooper, Attorney-In-Fact   03/20/2007

** 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.

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.