
**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): 02/04/2010

Marriott International, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 1-13881

Delaware
(State or other jurisdiction
of incorporation)

52-2055918
(IRS Employer
Identification No.)

10400 Fernwood Road
Bethesda, MD 20817
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

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 2.02. Results of Operations and Financial Condition

In a press release issued February 4, 2010 announcing reinstatement of its cash dividend, Marriott International, Inc. (“Marriott”) disclosed that during its fiscal year ended January 1, 2010, Marriott reduced its total debt levels by almost \$800 million, to approximately \$2.3 billion at year-end.

A copy of the 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 furnished with this report:

Exhibit 99 - Press release issued on February 4, 2010.

SIGNATURES

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: February 5, 2010

By: _____ /s/ Ward R. Cooper
Ward R. Cooper
Assistant Secretary

EXHIBIT INDEX

Exhibit No.

Description

99 Press release issued on February 4, 2010.



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MARRIOTT REINSTATES CASH DIVIDEND

Bethesda, Md. – February 4, 2010 - Marriott International, Inc., “Marriott,” (NYSE: MAR) today announced that its board of directors has declared the issuance of a cash dividend in the amount of four cents (\$0.04) per share on each share of Class A common stock outstanding of the company, payable on April 9, 2010 to shareholders of record on February 19, 2010.

Arne Sorenson, president and chief operating officer, said, “Given the level of economic uncertainty and the higher leverage ratios faced by the company in 2009, the board of directors decided it would be prudent to pay the last three quarterly dividends in stock rather than cash. Through operating cash flow, reductions in investment activity and other cash management, the company was able to reduce its total debt levels by almost \$800 million, to \$2.3 billion, by year-end 2009. With this debt reduction, the board of directors has agreed with management’s recommendation to return to a cash dividend.”

Shareholders will not be required to take any action as the company transitions from a stock to a cash dividend. Checks will be generated reflecting both share amounts in investors’ book entry accounts and where shares are held in a brokerage account in the name of a broker. The cash dividend is administered by BNY Mellon Shareowner Services, the company’s transfer agent.

MARRIOTT INTERNATIONAL, Inc. (NYSE:MAR) is a leading lodging company with more than 3,300 lodging properties in 68 countries and territories. The company is headquartered in Bethesda, Maryland, USA, and had approximately 146,000 employees at 2008 year-end. It is recognized by FORTUNE® as one of the best companies to work for, and by the U.S. Environmental Protection Agency (EPA) as Partner of the Year since 2004. In fiscal year 2008, Marriott International reported sales from continuing operations of nearly \$13 billion. For more information or reservations, please visit our web site at www.marriott.com. For an interactive online version of Marriott’s 2008 Annual Report, which includes a short video message from Chairman and CEO J.W. Marriott, Jr., visit www.marriott.com/investor.

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