

**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	
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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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Oberg Kathleen K.</u>  (Last) (First) (Middle) 7750 WISCONSIN AVENUE  (Street) BETHESDA MD 20814  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> [ MAR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  EVP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 11/11/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	11/11/2024		A		14,980	A	\$282.37	35,016.849	D	
Class A Common Stock	11/11/2024		A		7,069	A	\$282.42	42,085.849	D	
Class A Common Stock	11/11/2024		S		4,170	D	\$283.3	37,915.849	D	
Class A Common Stock	11/11/2024		F <sup>(1)</sup>		5,713	D	\$282.42	32,202.849	D	
Class A Common Stock	11/11/2024		F <sup>(2)</sup>		12,166	D	\$282.37	20,036.849	D	
Class A Common - Restricted Stock Units								30,762	D	
Class A Common Stock								127.996	I	401(k) account
Class A Common Stock								3,364	I	Jointly with spouse

**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	\$177.55	11/11/2024		M			7,069	(3)	02/16/2033	Class A Common Stock	7,069	\$0.0000	14,138	D	
Stock Appreciation Rights	\$179.75	11/11/2024		M			14,980	(4)	02/17/2032	Class A Common Stock	14,980	\$0.0000	7,490	D	

**Explanation of Responses:**

- The reporting person received a net of 1,356 shares of common stock upon the exercise of 7,069 stock appreciation rights ("SARs"). A total of 5,713 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.
- The reporting person received a net of 2,814 shares of common stock upon the exercise of 14,980 stock appreciation rights ("SARs"). A total of 12,166 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 16, 2023 grant date.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the February 17, 2022 grant date.

Andrew P.C. Wright, Attorney-in-Fact 11/12/2024

\*\* 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.

