Form **8937**
(December 2011)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-2224

Part I Reporting Issuer

1 Issuer's name Marriott International, Inc.		2 Issuer's employer identification number (EIN) 52-2055918
3 Name of contact for additional information Marriott Investor Relations	4 Telephone No. of contact 301-380-6500	5 Email address of contact investorrelations@marriott.com
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 10400 Fernwood Road - Dept. 52/924.06		7 City, town, or post office, state, and Zip code of contact Bethesda, MD 20817
8 Date of action November 21, 2011	9 Classification and description Common stock - spin-off	

10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
571-903-202		MAR	

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On November 21, 2011, Marriott International, Inc. ("MII") distributed the common stock of Marriott Vacations Worldwide Corporation ("MVWC") to shareholders of MII common stock ("Distribution"). Under the terms of the Distribution, each MII shareholder that held MII common stock on November 10, 2011, the record date for the Distribution, received 1 share of MVWC common stock for every 10 shares of MII common stock held by such MII shareholder. MII shareholders that held MII common stock other than in multiples of 10 shares received cash in lieu of fractional shares of MVWC common stock. The MVWC common stock began trading on the New York Stock Exchange ("NYSE") on November 22, 2011.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ MII shareholders' aggregate tax basis in their shares of MII common stock held immediately prior to the Distribution would be allocated between the shares of MVWC common stock received in the Distribution and their shares of MII common stock held immediately after the Distribution based on their respective fair market values on November 21, 2011. In addition, a proportionate amount of the aggregate tax basis allocated to the shares of MVWC common stock must be further allocated to any fractional shares of MVWC. For example, using the midpoint of the highest and lowest quoted selling prices on the NYSE per share of MII common stock and MVWC common stock on November 22, 2011, which was the first day of regular trading on the NYSE after the Distribution, 94.37% of a shareholders tax basis would be allocated to the shares of MII common stock and 5.63% of a shareholders tax basis would be allocated to the shares of MVWC common stock.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ Generally, such allocation of tax basis is to be based on the respective fair market values of the stock of MII and the stock of MVWC. However, there is no definitive guidance under existing U.S. federal income tax law as to the proper method or approach for determining the fair market value of stock for such purposes. In general, for U.S. federal income tax purposes, fair market value is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compuslion to buy or sell and both having reasonable knowledge of the facts. One possible approach would be to use the mid-points of the trading prices on the first day of trading. The midpoints of the highest and lowest quoted selling prices on the NYSE on November 22, 2011, of a share of MII was $28.93 and of a share of MVWC was $17.25. The calculation representing the percentage of tax basis allocated to a share of MII is therfore: ($28.93 x 10)/(($28.93 x 10) + $17.25) = 94.37%. The calculation representing the percentage of tax basis allocated to a share of MVWC is therefore: $17.25/(17.25 + ($28.93 x 10)) = 5.63%

Part II **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ **MII received a private letter ruling from the Internal Revenue Service that, subject to certain representation and limitations therein, (i) the receipt of MVWC common stock by MII shareholders pursuant to the Distribution will qualify for non-recognition treatment under section 355 of the Internal Revenue Code, and (ii) the sum of the tax basis of all of the MII common stock plus the tax basis of all of the MVWC common stock will be the same as the tax basis of the MII common stock with respect to which the Distribution is made immediately before the Distribution, allocated in the manner described in Treasury Regulation section 1.358-2.**

18 Can any resulting loss be recognized? ▶ **Although the Distribution will qualify for non-recognition treatment under section 355 of the Internal Revenue Code, gain or loss will be recognized by the MII shareholders with respect to any cash received in lieu of fractional shares of MVWC common stock.**

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **The Distribution took place on November 21, 2011. Therefore, the adjustment to tax basis in the shares of MII and MVWC will be reported in calendar year 2011.**

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ Horace E Jordan Date ▶ 1/11/2012

Print your name ▶ **Horace E. Jordan, Jr.** Title ▶ **Vice President**

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054