FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

OMB APPROVAL

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

1. Name and Address of Reporting Person* <u>Harrison Deborah Marriott</u>			MA	suer Name <b>and</b> Ticl ARRIOTT IN D/ [ MAR ]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director  Officer (give title Applicable)  Director  Officer (give title Applicable)  Director  Officer (give title Applicable)					
(Last) (First) 10400 FERNWOOD ROAL		ate of Earliest Trans 01/2006	saction (	(Month	n/Day/Year)		Member of 13(d) group							
(Street) BETHESDA MD (City) (State)	20817 (Zip)		4. If <i>i</i>	Amendment, Date o	of Origin	al File	ed (Month/Day	//Year)		-	oup Filing (Chec One Reporting F More than One F	erson		
		on-Deriva	tive	Securities Ac	guire	d, Di	sposed of	, or Be	nefic	ially 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 Acquir Disposed Of (D) (In 5)		I (A) or : 3, 4 an	5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
		10/01/0000			Code V		Amount	(A) or (D)	Price	(Instr. 3 and 4)				
Class A Common Stock  Class A Common Stock		12/01/20	006		G	V	531	A	\$0	521,281 798,940 <sup>(1)</sup>	D I	By 1965 Trusts		
Class A Common Stock										688,340(2)	I	By 1974 Trust		
Class A Common Stock										10,827,960 <sup>(3)</sup>	I	By JWM Family Enterprises, L.P.		
Class A Common Stock										40	I	By Minor Child		
Class A Common Stock										83,778	I	By Spouse <sup>(4)</sup>		
Class A Common Stock										13,200,000(5)	I	By Thomas Point Ventures, L.P.		
Class A Common Stock										8,300	I	Trustee 1 of Trust f/b/o her child		
Class A Common Stock										8,406	I	Trustee 2 of Trust f/b/o her child		
Class A Common Stock										2,430	I	Trustee 3 of Trust f/b/o her child		
Class A Common Stock										13,310	I	Trustee 4 of Trust f/b/o her child		
Class A Common Stock										76,116	I	Trustee 5 of Trust f/b/o her child		

1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year		2A. Deemed Execution Date, if any (Month/Day/Year)	ate,	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		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct Indirect str. 4)	7. Nature of Indirect Beneficial Ownership			
					Code V Amount		Amount	(A) or (D)	Price	Reported Transact (Instr. 3 a	ion(s)			(Instr. 4)				
Class A Common Stock													72,	942		I	Trustee 6 of Trust f/b/o her child	
Class A Common Stock													56,622			I	Trustee 7 of Trust f/b/o her child	
Class A Common Stock													54,312			I	Trustee 8 of Trust f/b/o her child	
Class A Common Stock													47,	536		I	Trustee 9 of Trust f/b/o her child	
		Та	ble II -								osed of, convertib			y Owned				
1. Title of Derivative Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  3. Transaction Date (Month/Day/Year)		if any	emed 4. Transactio Code (Inst //Day/Year) 8)					6. Date Exerc Expiration Da (Month/Day/Y		ite	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)	Beneficia Ownersh (Instr. 4)	
					Code	v	(A)	(D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares					

## **Explanation of Responses:**

1. Shares held in two 1965 Trusts for the benefit of Deborah Marriott Harrison. J.Willard Marriott, Jr., Deborah Marriott Harrison's father, and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees

- 2. Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, and an unrelated person are trustees.
- 3. Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of her pecuniary interest therein.
- 4. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- 5. Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of her pecuniary interest

## Remarks:

By: Ward R. Cooper, Attorney-**In-Fact** 

\*\* Signature of Reporting Person Date

12/28/2006

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.