

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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).

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

1. Name and Address of Reporting Person * <u>Marriott David S</u> (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u> (Street) <u>BETHESDA MD 20817</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> <u>[MAR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <u>X</u> Other (specify below) <u>13D Group Owning more than 10%</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/18/2019</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <u>X</u> 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)		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	12/18/2019		G	V	800	D	\$0.0000	700,523	D	
Class A Common Stock	12/18/2019		A	V	200	A	\$0.0000	34,323	I	Trustee 1 of Trust f/b/o his child ⁽¹⁾
Class A Common Stock	12/18/2019		A	V	200	A	\$0.0000	21,955	I	Trustee 2 of Trust f/b/o his child ⁽¹⁾
Class A Common Stock	12/18/2019		A	V	200	A	\$0.0000	14,072	I	Trustee 3 of Trust f/b/o his child ⁽¹⁾
Class A Common Stock	12/18/2019		A	V	200	A	\$0.0000	6,542	I	Trustee 4 of Trust f/b/o his child ⁽¹⁾
Class A Common - Performance Share Units								4,043	D	
Class A Common - Restricted Stock Units								14,969	D	
Class A Common Stock								20,000	I	AES JWM Gen Trust
Class A Common Stock								15,418	I	By Spouse ⁽¹⁾
Class A Common Stock								221,678	I	By Trust for Steven Garff Marriott's Descendants
Class A Common Stock								60,000	I	DMH JWM Gen Trust
Class A Common Stock								60,000	I	DSM JWM Gen Trust
Class A Common Stock								457,996	I	JBM Marital Trust
Class A Common Stock								20,000	I	JRJ JWM Gen Trust
Class A Common Stock								24,227,118	I	JWM Family Enterprises

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								75,000	I	JWM III Generations Trusts
Class A Common Stock								60,000	I	JWM III JWM Gen Trust
Class A Common Stock								251,000	I	JWM Insurance Trust
Class A Common Stock								20,000	I	SBM JWM Gen Trust
Class A Common Stock								11,000	I	Trustee 5 SBM1
Class A Common Stock								53,622	I	Trustee 6 SBM2
Class A Common Stock								142,565	I	Trustee DSM Descendant

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				

Explanation of Responses:

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

Bancroft S. Gordon, Attorney- 12/18/2019
In-Fact

** 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.