FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden

0.5

hours per response:

5. Relationship of Reporting Person(s) to Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

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

2. Issuer Name **and** Ticker or Trading Symbol

MARRIOTT J W JR				<u>MARR</u> <u>/MD/</u> [<u>ERN</u>	<u>IATION A</u>	X Director X 10% Owner					
			3. Date of 1 08/31/20		ransa	ction (I	Month/Day/Ye	X Officer (give title Other (specify below) Chairman & CEO						
(Street) BETHES (City)	SDA M	4. If Amend	dment, D	ate of	Origina	al Filed (Mon	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person							
(=:-97			^{Zip)} e I - Non-Deriv	ative Seci	ırities	Δcαι	iired	Disnose	d of a	or Benefi	cially Owne			
1. Title of Security (Instr. 3) 2. Tr		2. Transaction Date (Month/Day/Yea	2A. Deemed Execution Date,		3. Transaction Code (Instr.		4. Securities Ac Disposed Of (D)		ed (A) or	5. Amount of Securities Beneficially Owned Followin	6. Ownershi Form: Direc (D) or Indire	t Benefici	e of Indirect al nip (Instr. 4)	
					Ī	Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Class A C	Common Sto	ock	08/31/2007	·	ĺ	S		3,900	D	\$44.52	180,756	I	Benefi	ciary
Class A C	Common St	ock									5,118,749	D		
Class A C	Common Sto	ock									13,200,000) I	By Ltd Partner	rship -
Class A C	Common Sto	ock									10,827,960) I	By-Co	rp ⁽¹⁾
Class A C	Common Ste	ock									320,000	I	GP/Pa	rtnership ⁽¹⁾
Class A C	Common St	ock									2,412,568	I	Sp Tru	stee 1 ⁽¹⁾
Class A C	Common St	ock									15,404	I	Sp Tru	stee 2 ⁽¹⁾
Class A C	Common St	ock									16,504	I	Sp Tru	stee 3 ⁽¹⁾
Class A C	Common St	ock									16,504	I	Sp Tru	stee 4 ⁽¹⁾
Class A C	Common St	ock									19,468	I	Sp Tru	stee 5 ⁽¹⁾
Class A C	Common Ste	ock									19,468	I	Sp Tru	stee 6 ⁽¹⁾
Class A C	Common St	ock									10,108	I	Sp Tru	stee 7 ⁽¹⁾
Class A C	Common St	ock									279,470	I	Spouse	<u>a</u> (1)
Class A C	Common Sto	ock									770,960	I	Truste	e 1 ⁽¹⁾
Class A C	Common St	ock									6,060,764	I	Truste	e 19 ⁽¹⁾
Class A C	Common St	ock									785,000	I	Truste	e 2 ⁽¹⁾
Class A C	Common Sto	ock									588,766	I	Truste	e 3 ⁽¹⁾
Class A C	Common Sto	ock									786,960	I	Truste	e 4 ⁽¹⁾
Class A C	Common Sto	ock									798,940	I	Truste	e 5 ⁽¹⁾
Class A C	Common Sto	ock									695,639	I	Truste	e 6 ⁽¹⁾
Class A C	Common St	ock			ĺ						732,274	I	Truste	e 7 ⁽¹⁾
Class A Common Stock									787,220	I	Truste	Trustee 8 ⁽¹⁾		
		Та	ıble II - Derivat	ive Securi uts, calls,									<u> </u>	
Derivative Conversion Date Execu Security or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date,	4. Transaction Code (Instr. 8)	5. Number of		. Date xpirati	Exercisable a on Date Day/Year)	nd 7. Ai Se Ui De Se	Title and mount of ecurities nderlying erivative ecurity (Instr. d 4)	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)	
										1 1				

		Та	ble II - Deriva (e.g., p					ired, Disp options,		le sec					
1. Title of Derivative Esplantation (Instr. 3)	2. -Conversion of Respisals Price of disc Defivative Security	e (M onth/Day/Year)	3A. Deemed Execution Date, if any (Month/Day(Year)	Code Transa Code (8) d securit	tetion (Instr.	GANU Of Derive Secue (A) or Disport of (D) (Instrand 5	ative rities le exten ired osed . 3, 4	ExBrdiss Balard Expiration Do (Month/Day/) t of his pecunia	is Eachtlee and attendent (Pear) ary interest the Attendent (Pear)	Titletle Amour Securit Underle Derivat y: Banc	ties ying tive roft S. G -In-Fact	8. Price of Derivative Security (Instr. 5) ordon,	9. Number of derivative Securities Beneficially Owned Following Rer09/04/200 Trainsaction(s) (Instr. 4) Date	Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
1	l ·	i l	class of securities				lirectly	or indirectly.							
1	1 1		g person, see Instr		. , . ,										
1			acts constitute Fed	l .	ı						ff(a). Amount				
			hich must be manu information conta		this fo							ıys a currer	tly valid OMB I	lumber.	