SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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				counc	ne oompany /		740			
1. Name and Address of Reporting Person [*] <u>Harrison Deborah Marriott</u>		2. Issuer Name an <u>MARRIOTT</u> / <u>MD/</u> [MAR	INT					5. Relationship of R (Check all applicab X Director	le)	10% Owner
(Last) (First) (Mi 10400 FERNWOOD ROAD	ddle)	3. Date of Earliest 05/09/2022	Transac	tion (I	Month/Day/Ye	ear)		Officer (giv below) Mem	ber of 13(d) g	Other (specify below) (roup
(Street) BETHESDA MD 20	4. If Amendment, I	Date of (Drigina	al Filed (Mont	h/Day/Y	ear)		t/Group Filing ((by One Reporti by More than O	ng Person	
(City) (State) (Zi										
Table I 1. Title of Security (Instr. 3)	- Non-Derivat	ive Securities	Acqu 3.	ired,	4. Securities			5. Amount of	6. Ownership	7. Nature of
	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock-Dir. Def. Stock Comp Plan-1	05/09/2022		A		1,111 ⁽¹⁾	A	\$0.0000	3,627	D	
Class A Common - Restricted Stock Units								104	D	
Class A Common Stock								26,864	D	
Class A Common Stock								64,000	I	2021 Trust
Class A Common Stock								20,000	Ι	AES JWM Gen Trust ⁽²⁾
Class A Common - Restricted Stock Units								11,314	Ι	By Spouse ⁽²⁾
Class A Common Stock								14,711	I	By Spouse ⁽²⁾
Class A Common Stock								96,440	I	DMH 2020 Annuity Trust ⁽²⁾
Class A Common Stock								60,000	I	DMH JWM Gen Trust ⁽²⁾
Class A Common Stock								60,000	Ι	DSM JWM Gen Trust ⁽²⁾
Class A Common Stock								9,350	Ι	Grandchildren Multi-Trust ⁽²⁾
Class A Common Stock								20,000	I	JRJ JWM Gen Trust ⁽²⁾
Class A Common Stock								22,027,118	I	JWM Family Enterprises ⁽²⁾
Class A Common Stock								60,000	Ι	JWM III JWM Gen Trust ⁽²⁾
Class A Common Stock								70,203	I	JWM III Trustee 1 ⁽²⁾
Class A Common Stock								60,636	I	JWM III Trustee 2 ⁽²⁾
Class A Common Stock								48,327	I	JWM III Trustee 3 ⁽²⁾
Class A Common Stock								251,000	I	JWM Insurance Trust ⁽²⁾

		Table	I - Non-Deriva	tive Securi	ties Ac	quire	ed,	Disposed	l of, o	r Benefic	cially Owne	ed				
1. Title of	Security (Ins	tr. 3)	2. Transaction Date (Month/Day/Year	2A. Deemed Execution Date, if any (Month/Day/Year	Co	nsactio de (Ins					5. Amount of Securities Beneficially Owned Following		5. Ownershi Form: Direc D) or ndirect (I) Instr. 4)	t Indirec Benefic	t	
					Co	de V		Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)					
Class A Common Stock										34,920		I	MCH Invest LLC ⁽²	ments,		
Class A Common Stock										44,762		Ι		MCH Irrev. Trust ⁽²⁾		
Class A G	Common St	ock			20,000 I		Ι	SBM JWM Gen Trust ⁽²⁾								
Class A Common Stock Class A Common Stock										90,561		I		SMH Investments, LLC ⁽²⁾		
										245,210		I	Gener	The Harrison Generation Trust ⁽²⁾		
Class A Common Stock										64,248		I Trustee		e 8 ⁽²⁾		
Class A 0	Common St	ock									58,993		Ι	Truste	e 9 ⁽²⁾	
		Tal	ole II - Derivati (e.g., pu	ve Securiti ts, calls, w								ł				
Derivative Conversion Date Exec Security or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)	5. Number of Derivative Securities	Expi	irati	Exercisable a ion Date Day/Year)	Ai Se Ui	d 7. Title and Amount of Securities Underlying Derivative	8. Price of Derivative Security (Instr. 5)	9. Num derivat Securi Benefi Owner	tive (ties l cially l	LO. Ownership Form: Direct (D)	11. Natur of Indirec Beneficia Ownersh		

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	SA: Declined Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		Secu Acqu (A) of Dispo of (D) (Instr	of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or				ation rities ritying ative rity (Instr. 4)	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	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 shares will vest on a daily pro-rata basis over the twelve (12) month period following the grant and be distributed on the one-year anniversary of the grant.

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

Andrew P.C. Wright,

Attorney-in-Fact

** Signature of Reporting Person Date

05/10/2022

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.