

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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

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* <u>Marriott David S</u>  (Last) (First) (Middle) 10400 FERNWOOD ROAD  (Street) BETHESDA MD 20817  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> [ MAR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) _____ 13D Group Owning more than 10%
	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2021	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/24/2021		A <sup>(1)</sup>		27,978	A	\$34.67	678,839	D	
Class A Common Stock	02/24/2021		S		3,937	D	\$154.38 <sup>(2)</sup>	674,902	D	
Class A Common Stock	02/24/2021		S		11,440	D	\$154.38 <sup>(2)</sup>	663,462	D	
Class A Common Stock	02/24/2021		F		16,538	D	\$157.58	646,924	D	
Class A Common - Restricted Stock Units								17,609	D	
Class A Common Stock								20,000	I	AES JWM Gen Trust <sup>(3)</sup>
Class A Common Stock								15,418	I	By Spouse <sup>(3)</sup>
Class A Common Stock								221,678	I	By Trust for Steven Garff Marriott's Descendants <sup>(3)</sup>
Class A Common Stock								60,000	I	DMH JWM Gen Trust <sup>(3)</sup>
Class A Common Stock								60,000	I	DSM JWM Gen Trust <sup>(3)</sup>
Class A Common Stock								39,216	I	GRAT 2020
Class A Common Stock								437,995	I	JBM Marital Trust <sup>(3)</sup>
Class A Common Stock								20,000	I	JRJ JWM Gen Trust <sup>(3)</sup>
Class A Common Stock								24,227,118	I	JWM Family Enterprises <sup>(3)</sup>
Class A Common Stock								75,000	I	JWM III Generations Trusts <sup>(3)</sup>
Class A Common Stock								60,000	I	JWM III JWM Gen Trust <sup>(3)</sup>
Class A Common Stock								251,000	I	JWM Insurance Trust <sup>(3)</sup>
Class A Common Stock								20,000	I	SBM JWM Gen Trust <sup>(3)</sup>
Class A Common Stock								34,558	I	Trustee 1 of Trust f/b/o his child <sup>(3)</sup>
Class A Common Stock								50,928	I	Trustee 10 AEM2 <sup>(3)</sup>

**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								22,190	I	Trustee 2 of Trust f/b/o his child <sup>(3)</sup>
Class A Common Stock								14,307	I	Trustee 3 of Trust f/b/o his child <sup>(3)</sup>
Class A Common Stock								6,777	I	Trustee 4 of Trust f/b/o his child <sup>(3)</sup>
Class A Common Stock								11,732	I	Trustee 5 SBM1 <sup>(3)</sup>
Class A Common Stock								53,622	I	Trustee 6 SBM2 <sup>(3)</sup>
Class A Common Stock								13,220	I	Trustee 7 JRM1 <sup>(3)</sup>
Class A Common Stock								42,837	I	Trustee 8 JRM2 <sup>(3)</sup>
Class A Common Stock								16,682	I	Trustee 9 AEM1 <sup>(3)</sup>
Class A Common Stock								142,565	I	Trustee DSM Descendant <sup>(3)</sup>

**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
Stock Appreciation Rights	\$34.67	02/24/2021		M			27,978	(4)	(5)	Class A Common Stock	27,978	\$0.0000	0.0000	D	

**Explanation of Responses:**

- The reporting person received 11,440 shares of common stock upon the exercise of 27,978 stock appreciation rights (SARS). A total of 16,538 shares of common stock were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- Represents the weighted average sale price. The highest price at which shares were sold was \$154.64 and the lowest price at which shares were sold was \$154.33.
- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- Stock Appreciation Right, settled in Class A Common Stock and vested in three equal installments beginning on the first anniversary of the February 21, 2012 grant date.
- 2/21/2022

Andrew P.C. Wright, Attorney-in-Fact      02/26/2021

\*\* 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.**