

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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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|---|---|---|
| 1. Name and Address of Reporting Person* MARRIOTT J W JR (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman of the Board |
| | 3. Date of Earliest Transaction (Month/Day/Year) 04/23/2012 | |
| 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 | 04/23/2012 | | S | | 56,000 | D | \$38.3 ⁽¹⁾ | 502,274 | I | Trustee 7 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 1,526,184 | D | |
| Class A Common Stock | | | | | | | | 308,299 | I | 401(k) account |
| Class A Common Stock | | | | | | | | 17,000 | I | Beneficiary ⁽²⁾ |
| Class A Common Stock | | | | | | | | 9,076,188 | I | By Ltd Partnership - TPV ⁽²⁾ |
| Class A Common Stock | | | | | | | | 10,710,082 | I | By-Corp ⁽²⁾ |
| Class A Common Stock | | | | | | | | 320,000 | I | GP/Partnership ⁽²⁾ |
| Class A Common Stock | | | | | | | | 2,243,568 | I | Sp Trustee 1 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 13,220 | I | Sp Trustee 2 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 3 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 4 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 19,468 | I | Sp Trustee 5 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 19,468 | I | Sp Trustee 6 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 10,108 | I | Sp Trustee 7 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 279,470 | I | Spouse ⁽²⁾ |
| Class A Common Stock | | | | | | | | 2,047,620 | I | The JWM-MAR 2009 Annuity Trust |
| Class A Common Stock | | | | | | | | 832,542 | I | The JWM-MAR AnnuityTrust |
| Class A Common Stock | | | | | | | | 496,960 | I | Trustee 1 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 5,154,896 | I | Trustee 19 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 742,223 | I | Trustee 2 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 356,119 | I | Trustee 3 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 495,559 | I | Trustee 4 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 798,940 | I | Trustee 5 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 580,915 | I | Trustee 6 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 725,822 | I | Trustee 8 ⁽²⁾ |

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) | Table 1: Derivative Securities Acquired, if any (e.g., puts, calls, warrants, options, convertible securities) | 4. Transaction Code (Instr. 8) | 5. Number of 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 Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|--|---|---|--|---|--|
| 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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | 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) |
| Explanation of Responses: | | | | | | | | | | | | | |
| 1. Represents the weighted average sale price. The highest price at which shares were sold was \$38.31 and the lowest price at which shares were sold was \$38.30. | | | | | | | | | | | | | |
| 2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. | | | | | | | | | | | | | |

Bancroft S. Gordon, Attorney-In-Fact
 04/24/2012
 ** 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.