

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

|   |  |  |
|---|--|--|
| 1. Name and Address of Reporting Person*<br><u>Brown William P</u><br><br>(Last) (First) (Middle)<br>7750 WISCONSIN AVENUE<br><br>(Street)<br>BETHESDA MD 20814<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MARRIOTT INTERNATIONAL INC /MD/</u><br>[ MAR ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Group Pres., US and Canada</u> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/22/2024                                   |  |
| 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                    | 11/22/2024                           |  | A                              |   | 6,600   | A          | \$284.31  | 24,784  | D  |   |
| Class A Common Stock                    | 11/22/2024                           |  | S                              |   | 1,707   | D          | \$284.295 | 23,077  | D  |   |
| Class A Common Stock                    | 11/22/2024                           |  | F <sup>(1)</sup>               |   | 4,893   | D          | \$284.31  | 18,184  | D  |   |
| Class A Common - Restricted Stock Units |                                      |  |                                |   |   |            |           | 8,665   | D  |   |

**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                  | \$142.05   | 11/22/2024                           |  | M                              |   |  | 6,600 | (2)  | 02/22/2031      | Class A Common Stock  | 6,600                                      | \$284.31   | 0.0000  | D  |       |

**Explanation of Responses:**

- The reporting person received a net of 1,707 shares of Class A Common Stock upon the exercise of 6,600 Stock Appreciation Rights ("SARs"). A total of 4,893 shares of Class A Common Stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- SARs, settled in Class A Common Stock and vesting in three equal installments beginning on February 22, 2021, and thereafter on the anniversary of that date.

Andrew P.C. Wright, Attorney-in-Fact 11/25/2024

\*\* 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.