

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

**ANNUAL 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

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</u> <u>/MD/ [ MAR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning more than 10%
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	12/16/2021		G	188	A	\$0.0000	647,112 <sup>(1)</sup>	D	
Class A Common Stock	12/21/2021		G	1,067	D	\$0.0000	436,928	I	JBM Marital Trust <sup>(2)</sup>
Class A Common - Restricted Stock Units							17,609	D	
Class A Common Stock-Dir. Def. Stock Comp Plan-1							1,224	D	
Class A Common Stock							20,000	I	AES JWM Gen Trust <sup>(2)</sup>
Class A Common Stock							39,216	I	By 2020 Trust
Class A Common Stock							11,518	I	By Spouse <sup>(2)</sup>
Class A Common Stock							221,678	I	By Trust for Steven Garff Marriott's Descendants <sup>(2)</sup>
Class A Common Stock							60,000	I	DMH JWM Gen Trust <sup>(2)</sup>
Class A Common Stock							60,000	I	DSM JWM Gen Trust <sup>(2)</sup>
Class A Common Stock							20,000	I	JRJ JWM Gen Trust <sup>(2)</sup>
Class A Common Stock							22,027,118	I	JWM Family Enterprises <sup>(2)</sup>
Class A Common Stock							75,000	I	JWM III Generations Trusts <sup>(2)</sup>
Class A Common Stock							60,000	I	JWM III JWM Gen Trust <sup>(2)</sup>
Class A Common Stock							251,000	I	JWM Insurance Trust <sup>(2)</sup>
Class A Common Stock							20,000	I	SBM JWM Gen Trust <sup>(2)</sup>
Class A Common Stock							34,655	I	Trustee 1 of Trust f/b/o his child <sup>(2)</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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock							50,928	I	Trustee 10 AEM2 <sup>(2)</sup>
Class A Common Stock							22,287	I	Trustee 2 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock							14,404	I	Trustee 3 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock							6,874	I	Trustee 4 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock							11,732	I	Trustee 5 SBM1 <sup>(2)</sup>
Class A Common Stock							53,622	I	Trustee 6 SBM2 <sup>(2)</sup>
Class A Common Stock							13,220	I	Trustee 7 JRM1 <sup>(2)</sup>
Class A Common Stock							42,837	I	Trustee 8 JRM2 <sup>(2)</sup>
Class A Common Stock							16,682	I	Trustee 9 AEM1 <sup>(2)</sup>
Class A Common Stock							230,390	I	Trustee DSM Descendant <sup>(2)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Amount in column 5 reflects securities beneficially owned as of the transaction date. Amount of securities beneficially owned at end of Issuer's fiscal year, inclusive of gifts previously reported on Form 4 on December 27, 2021 as well as the transfer of 15,050 shares from indirect to direct holdings in December 2021, was 573,949.
- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Andrew P.C. Wright,  
Attorney-in-Fact

02/25/2022

\*\* 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.