

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

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) Other (specify below) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/05/2004	
	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	05/05/2004		S		20,059	D	\$48.5	2,180,126	D	
Class A Common Stock	05/05/2004		S		7,000	D	\$48.46	2,173,126	D	
Class A Common Stock	05/05/2004		S		19,600	D	\$48.45	2,153,526	D	
Class A Common Stock	05/05/2004		S		38,000	D	\$48.4	2,115,526	D	
Class A Common Stock	05/05/2004		S		95,000	D	\$48.25	2,020,526	D	
Class A Common Stock	05/05/2004		M		179,659	A	\$3.24	2,200,185	D	
Class A Common Stock								269,878	I	Beneficiary
Class A Common Stock								6,600,000	I	By Ltd Partnership
Class A Common Stock								5,413,980	I	By-Corp
Class A Common Stock								160,000	I	GP/Partnership
Class A Common Stock								1,340,534	I	Sp Trustee 1
Class A Common Stock								7,702	I	Sp Trustee 2
Class A Common Stock								8,252	I	Sp Trustee 3
Class A Common Stock								8,252	I	Sp Trustee 4
Class A Common Stock								9,734	I	Sp Trustee 5
Class A Common Stock								9,734	I	Sp Trustee 6
Class A Common Stock								5,054	I	Sp Trustee 7
Class A Common Stock								139,735	I	Spouse
Class A Common Stock								393,480	I	Trustee 1
Class A Common Stock								378,100	I	Trustee 17
Class A Common Stock								3,311,234	I	Trustee 19
Class A Common Stock								392,500	I	Trustee 2
Class A Common Stock								344,890	I	Trustee 3
Class A Common Stock								393,480	I	Trustee 4
Class A Common Stock								399,470	I	Trustee 5
Class A Common Stock								368,624	I	Trustee 6
Class A Common Stock								392,500	I	Trustee 7
Class A Common Stock								393,610	I	Trustee 8

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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	8. Date Exercisable and Expiration Date (Month/Day/Year)	9. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	10. Price of Derivative Security (Instr. 5)	11. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	12. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	13. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Employee Stock Option (Right to buy)	\$3.24	05/05/2004		M		179,659	(1) Date Exercisable	10/12/2005 Expiration Date	Class A Common Stock Amount 179,659 Number of Shares	\$0	35,000	D	

Explanation of Responses:

1. Grant to Reporting Person of non-qualified options to buy shares of Class A Common Stock exercisable in installments of 25% on each anniversary of the 10/12/1990 grant date.

By: [Dorothy M. Ingalls](#),
[Attorney-In-Fact](#) 05/06/2004

** 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.