

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13D/A**  
Under the Securities Exchange Act of 1934  
(Amendment No. 3)

MARRIOTT INTERNATIONAL, INC.  
(Name of Issuer)

Class A Common Stock, \$0.01 par value  
(Title of Class of Securities)

571903202  
(CUSIP Number)

Stephanie M. Loughlin  
Venable LLP  
600 Massachusetts Avenue, NW  
Washington, DC 20001 (202) 344-4874  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 1, 2020  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON Richard E. Marriott	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America	
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	7	SOLE VOTING POWER 6,524,565*
	8	SHARED VOTING POWER 15,099,376**
	9	SOLE DISPOSITIVE POWER 6,524,565*
	10	SHARED DISPOSITIVE POWER 15,099,376**
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 21,623,941	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES Not Applicable	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.7%***	
14	TYPE OF REPORTING PERSON IN	

\* Includes the following: (a) 3,768,047 shares held in a revocable trust for which Richard E. Marriott is the sole trustee; (b) 2,739,518 shares held in grantor retained annuity trusts, for which Richard E. Marriott is the sole trustee; and (c) 17,000 shares held by a trust established for the benefit of J.W. Marriott Jr., for which Richard E. Marriott serves as sole trustee.

\*\* Includes the following: (a) 3,350,957 shares held by trusts for the benefit of the children of Richard E. Marriott and his brother, J.W. Marriott, Jr., for which Richard E. Marriott serves as co-trustee; (b) 3,523,737 shares owned by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which J.W. Marriott, Jr., Richard E. Marriott, and certain of their children serve as co-trustees; (c) 287,222 shares owned by Richard E. Marriott's spouse; (d) 1,067,917 shares owned by three trusts for the benefit of Richard E. Marriott's children, for which his spouse serves as a co-trustee; (e) 2,251,519 shares owned by First Media, L.P., a limited partnership whose general partner is a corporation in which Richard E. Marriott is the controlling voting stockholder; (f) 1,086,814 shares held by a charitable annuity trust created by Richard E. Marriott, for which he serves as co-trustee; (g) 130,450 shares owned by The Richard E. and Nancy Marriott Foundation, a charitable foundation, for which Richard E. Marriott serves as a co-trustee; and (h) 3,400,760 shares held by a limited liability company for which Richard E. Marriott and J.W. Marriott, Jr. serve as co-managers. Richard E. Marriott disclaims beneficial ownership of the foregoing shares in excess of his pecuniary interest.

\*\*\* The denominator is based on 324,255,928 shares of Class A Common Stock outstanding as of April 30, 2020, as stated on the facing page of the annual report on Form 10-Q for the fiscal quarter ended March 31, 2020.

This Amendment No. 3 (this "Amendment") amends the Schedule 13D filed by Richard E. Marriott on May 26, 2006, as amended by Amendment No. 1 filed on April 21, 2009 and Amendment No. 2 filed on December 14, 2016 (the "Schedule 13D") with respect to the Class A Common Stock (as defined herein), as specifically set forth.

**Item 1. Security and Issuer**

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Schedule 13D (this "Schedule 13D") relates to the Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), of Marriott International, Inc., a Delaware corporation ("Marriott").

The principal executive offices of Marriott are located at 10400 Fernwood Road, Bethesda, MD 20817.

**Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby amended and restated in its entirety as follows:

As of the date of this Amendment, of the shares of Class A Common Stock over which Mr. Marriott has sole voting and dispositive power, no shares are pledged as collateral.

As of the date of this Amendment, of the shares of Class A Common Stock over which Mr. Marriott has shared voting and dispositive power, 1,030,684 shares have been pledged as collateral.

Mr. Marriott currently has no other plans or proposals that relate to or would result in any of the events set forth in Items 4(a) through (j). Mr. Marriott periodically reviews Marriott's business affairs, general industry and economic conditions, and based on such review or on other circumstances, Mr. Marriott may, from time to time, determine to increase or decrease his ownership of Class A Common Stock.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) See Items 11 and 13 of the cover page to this Amendment and the footnotes thereto, which are incorporated herein by reference, for the aggregate number of shares and percentage of Class A Common Stock owned by Mr. Marriott.

(b) See Items 7, 8, 9 and 10 of the cover page to this Amendment and the footnotes thereto, which are incorporated herein by reference, for the aggregate number of shares of Class A Common Stock beneficially owned by Mr. Marriott as to which there is sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition of such shares of Class A Common Stock.

(c) Mr. Marriott has effected the following transactions in the Class A Common Stock during the past 60 days:

On May 1, 2020, Mr. Marriott gifted 556,766 shares of Class A Common Stock to his children.

(d) Except as provided in Item 4 and as described in the footnotes to the cover pages of this Amendment No. 3, No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the shares of Class A Common Stock referred to in paragraphs (a) and (b) above.

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(e) Not applicable.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 5, 2020

By: /s/ Richard E. Marriott  
Richard E. Marriott

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