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

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 25, 2005**

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**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**1-13881**  
(Commission File No.)

**52-2055918**  
(IRS Employer Identification No.)

**10400 Fernwood Road, Bethesda, Maryland 20817**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (301) 380-3000**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01. Other Events.**

On October 25, 2005, Marriott International, Inc. ("Marriott") issued a press release announcing the expiration of the early participation period in connection with its offer to exchange a new series of Senior Notes due November 10, 2015 for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008 and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.

A copy of Marriott's press release is attached as Exhibit 99 and incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits. The following exhibit is filed with this report:

99 Press release of Marriott International, Inc., dated October 25, 2005.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MARRIOTT INTERNATIONAL, INC.**

Date: October 26, 2005

By: /s/ Carl T. Berquist

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Carl T. Berquist  
Executive Vice President, Financial  
Information and Risk Management

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99	Press release dated October 25, 2005, announcing the expiration of the early participation period in connection with Marriott International, Inc.'s offer to exchange a new series of Senior Notes due November 10, 2015 for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008 and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.



Marriott International, Inc.  
Corporate Headquarters

Marriott Drive  
Washington, D.C. 20058

**NEWS**

**CONTACT:** Tom Marder  
(301) 380-2553  
thomas.marder@marriott.com

**MARRIOTT INTERNATIONAL, INC. ANNOUNCES EXPIRATION OF EARLY PARTICIPATION PERIOD FOR EXCHANGE OFFERS**

WASHINGTON, D.C. – Oct. 25, 2005 – Marriott International, Inc. (NYSE:MAR) today announced the expiration of the early participation period in connection with its offer to exchange a new series of Senior Notes due November 10, 2015 (the “New Notes”) for up to \$293,890,000 of its 7% Series E Notes due January 15, 2008 and up to \$300,000,000 of its 7-7/8% Series C Notes due September 15, 2009 (collectively, the “Old Notes”).

As of 5:00 p.m., New York City time, on October 24, 2005, approximately \$424.1 million aggregate principal amount of outstanding Old Notes had been validly tendered for exchange, including \$200.1 million of the Series E Notes and \$224.0 million of the Series C Notes. Accordingly, the minimum condition that at least \$250 million principal amount of Old Notes be tendered and not withdrawn by the early participation date has been met.

The total exchange price for the New Notes is based upon a fixed-spread pricing formula and will be calculated at 2:00 p.m., New York City time, on Thursday, November 3, 2005, assuming no extension of the price determination date. Holders of the Old Notes who validly tendered by the early participation date will receive an early participation payment as set forth in the Confidential Offering Memorandum dated October 11, 2005, and no longer have the right to withdraw their tender of Old Notes. The offers will expire at 12:00 midnight, New York City time, on Monday, November 7, 2005, unless extended or terminated.

Exhibit 99

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The offers to exchange are only being made to holders of Old Notes that have certified certain matters to the company, including their status as “qualified institutional buyers” within the meaning of Rule 144A under the Securities Act of 1933 (“Eligible Holders”). The Confidential Offering Memorandum, dated October 11, 2005, was distributed to Eligible Holders and is available to Eligible Holders through the information agent, Global Bondholder Services Corporation, at 866-387-1500 or 212-430-3774.

The New Notes have not been registered under the Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

This press release does not constitute an offer to purchase any securities or a solicitation of an offer to sell any securities. The exchange offers are being made only pursuant to the Confidential Offering Memorandum and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

Note: This press release contains “forward-looking statements” within the meaning of federal securities laws, including statements about the expiration date for the offers and the terms of the New Notes. We caution you that these statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including the absence of adverse legal and market developments; which could result in the extension of, changes in or termination of the tender offers, or the New Notes not being issued or being issued on different terms. These statements are made as of the date of this press release, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Exhibit 99

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