

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0362
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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).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

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 J W JR</u> (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u> (Street) <u>BETHESDA MD 20817</u> (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 <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">Chairman & CEO</p>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/02/2011</u>	
	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 <input type="checkbox"/> 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	05/17/2010		G	10	D	\$0.0000	1,526,184	D	
Class A Common Stock							308,531	I	401(k) account
Class A Common Stock							32,583	I	Beneficiary ⁽¹⁾
Class A Common Stock							9,076,188	I	By Ltd Partnership - TPV ⁽¹⁾
Class A Common Stock							10,710,082	I	By-Corp ⁽¹⁾
Class A Common Stock							320,000	I	GP/Partnership ⁽¹⁾
Class A Common Stock							2,243,568	I	Sp Trustee 1 ⁽¹⁾
Class A Common Stock							13,220	I	Sp Trustee 2 ⁽¹⁾
Class A Common Stock							16,504	I	Sp Trustee 3 ⁽¹⁾
Class A Common Stock							16,504	I	Sp Trustee 4 ⁽¹⁾
Class A Common Stock							19,468	I	Sp Trustee 5 ⁽¹⁾
Class A Common Stock							19,468	I	Sp Trustee 6 ⁽¹⁾
Class A Common Stock							10,108	I	Sp Trustee 7 ⁽¹⁾
Class A Common Stock							279,470	I	Spouse ⁽¹⁾
Class A Common Stock							3,000,000	I	The JWM-MAR 2009 Annuity Trust
Class A Common Stock							832,542	I	The JWM-MAR AnnuityTrust
Class A Common Stock							496,960	I	Trustee 1 ⁽¹⁾
Class A Common Stock							5,154,896	I	Trustee 19 ⁽¹⁾
Class A Common Stock							742,223	I	Trustee 2 ⁽¹⁾
Class A Common Stock							500,542	I	Trustee 3 ⁽¹⁾
Class A Common Stock							495,559	I	Trustee 4 ⁽¹⁾
Class A Common Stock							798,940	I	Trustee 5 ⁽¹⁾
Class A Common Stock							580,915	I	Trustee 6 ⁽¹⁾
Class A Common Stock							658,274	I	Trustee 7 ⁽¹⁾
Class A Common Stock							787,220	I	Trustee 8 ⁽¹⁾

**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:

1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Bancroft S. Gordon, Attorney- 03/11/2011
In-Fact

** 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.