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

**Form 8-k**

**Current Report**

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

**Date of Report (Date of earliest event reported): 06/07/2007**

**Marriott International, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-13881**

**Delaware**  
(State or other jurisdiction of  
incorporation)

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

**10400 Fernwood Road**  
**Bethesda, MD 20817**  
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

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 June 7, 2007, Marriott International, Inc. (the "Company") reached a settlement with the Internal Revenue Service and the Department of Labor regarding the examination of the leveraged employee stock ownership plan ("ESOP") feature of the Company's Employees' Profit Sharing, Retirement and Savings Plan and Trust that was implemented in a transaction on June 13, 2000. A copy of the press release, which includes descriptions of the settlement and the related financial statement impact, is filed with this Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued on June 8, 2007

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**Signature(s)**

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: June 08, 2007

By: /s/ Carl T. Berquist

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

## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
EX-99.1	Press release issued on June 8, 2007.

Marriott International, Inc.  
Corporate Headquarters  
Marriott Drive  
Washington, D.C. 20058

NEWS

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**MARRIOTT INTERNATIONAL ANNOUNCES SETTLEMENT WITH THE INTERNAL REVENUE SERVICE AND THE DEPARTMENT OF LABOR**

WASHINGTON, D.C. – June 8, 2007 – Marriott International, Inc. (NYSE:MAR) late yesterday reached a settlement of previously disclosed issues raised during the Internal Revenue Service's and Department of Labor's examination of the leveraged employee stock ownership plan ("ESOP") feature of Marriott's Employees' Profit Sharing, Retirement and Savings Plan and Trust. In addition, the company fully resolved all IRS issues pertaining to the audits of the company's 2000, 2001, and 2002 federal tax returns.

Arne M. Sorenson, Executive Vice President and Chief Financial Officer, said, "We are pleased to reach this compromise, bringing this dispute to a swift and final resolution using the IRS's Fast Track Settlement process." Marriott received a Notice of Proposed Adjustment from the IRS on March 1, 2007 challenging most of the ESOP related federal income tax deductions claimed by the company.

The settlement will result in an after-tax charge totaling approximately \$54 million (\$0.13 per diluted common share), and a reduction in shareholders' equity of approximately \$114 million in Marriott's second quarter. These amounts were not included in the company's previous second quarter earnings guidance.

As a result of the settlement, the company will make cash payments to the U.S. Treasury and state tax jurisdictions of approximately \$220 million. The payments reflect income taxes, excise taxes and interest charges. No penalties were assessed.

MARRIOTT INTERNATIONAL, INC. (NYSE:MAR) is a leading lodging company, operating and franchising nearly 2,900 lodging properties in the United States and 67 other countries and territories. The company is headquartered in Washington, D.C., and had approximately 151,000 employees at 2006 year-end. In fiscal year 2006, Marriott International reported sales from continuing operations of \$12.2 billion. For more information, please visit [www.marriott.com](http://www.marriott.com).

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