FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

MARRIOTT JOHN W III														(Check all applicable)  X Director 10% Owner  Officer (give title V Other (specify					
(Last) (First) (Middle) 10400 FERNWOOD ROAD						3. Date of Earliest Transaction (Month/Day/Year) 04/26/2010								below)  13D Group Owning more than 10%					
(Street) BETHESDA MD 20817					4.1	4. If Amendment, Date of Original Filed (Month/Day/Year)  6. Indiv. Line)  X								Form filed by More than One Reporting					
(City)	City) (State) (Zip)						Person												
		Tak	le I - N	Non-Deri	vativ	e Seci	urities A	cquire	ed, D	isposed o	f, or B	eneficia	lly Owned						
1. Title of Security (Instr. 3)				2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transa Code ( 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and			Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	irect Inc direct Be . 4) Ov	Nature of lirect neficial nership str. 4)		
								Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)						
Class A C	Common Sto	ock		04/26/2010				M		34,600	A	\$22.81	689,407		D				
Class A Common Stock				04/26/2010				M		30,150	A	\$15.105	719,5	57	D				
Class A C	Common Sto	ock		04/26/2010				S		23,031	D	\$37.45(1		26	D				
Class A C	Common Sto	ock		04/26/2010				S		30,150	D	\$37.74(2	<del> </del>		D				
Class A C	Common Sto	ock		04/26/2010				S		34,600	D	\$37.72 <sup>(3</sup>	631,7	631,776					
Class A Common Stock												10,61	10,610			1(k) count			
Class A Common Stock												339,7	20	I <sup>(4</sup>	) Be	eneficiary			
Class A Common Stock											496,9	60	<b>I</b> (4	) Be 2	eneficiary				
Class A Common Stock												10,710,	,082	I <sup>(4</sup>	By Co	7 orporation			
Class A Common Stock													11,076,	,188	I <sup>(4</sup>	) Pa	/ Ltd rtnership TPV		
Class A Common Stock													320,0	00	I <sup>(4</sup>	LI Pa	rtnership		
Class A Common Stock													19,46	58	I <sup>(4</sup>	Sp 1	Trustee		
Class A Common Stock													19,46	58	I <sup>(4</sup>	Sr 2	Trustee		
Class A Common Stock													10,108		I <sup>(4</sup>	) Sp	Trustee		
Class A Common Stock												31,210		I <sup>(4)</sup>		ouse			
Class A Common Stock													68,00	,008 I <sup>(4</sup>		) Tr	Trustee 1		
Class A Common Stock													58,441		I <sup>(4)</sup> Tr		ustee 2		
Class A Common Stock											46,132 I <sup>0</sup>		I <sup>(4</sup>	Trustee 3					
		-	Table I							sposed of, s, converti			y Owned						
1. Title of Derivative Security (Instr. 3)	ritle of 2. 3. Transaction 3A. Deemed Execution Date, urity or Exercise (Month/Day/Year)		ion Date,	4. Transa Code ( 8)	action (Instr.	5. Number of Operivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exer Expiration I (Month/Day)		rcisable and 7. Title and Amo		rities ving ive Security	Derivative Security	Derivative derivative Security Securities		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)			

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction  -Date (Month/Day/Year)		ative Securities Acquest, calls, warrants  Code V FANu(ED)er of Code (Instr. 8)  Code (Instr. 8)  EANU(ED)er of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			CONVERTION Expiration is Datable and te			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)		
						(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Option (Right to buy)	\$15.105	04/26/2010		M			30,150	(5)	02/06/2013	Class A Common Stock	30,150	\$0	0	D	
Stock Option (Right to buy)	\$22.81	04/26/2010		М			34,600	(6)	02/05/2014	Class A Common Stock	34,600	\$0	0	D	

## **Explanation of Responses:**

- 1. Represents the weighted average sale price. The highest price at which shares were sold was \$37.48 and the lowest price at which shares were sold was \$37.43.
- 2. Represents the weighted average sale price. The highest price at which shares were sold was \$37.78 and the lowest price at which shares were sold was \$37.72.
- 3. Represents the weighted average sale price. The highest price at which shares were sold was \$37.77 and the lowest price at which shares were sold was \$37.68.
- 4. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

  5. The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.
- 6. The options vest in four equal installments on each of the first four anniversaries of the February 5, 2004 grant date.

## Remarks:

Bancroft S. Gordon, Attorney-In-Fact

04/27/2010

\*\* 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.

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