

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(B) OR 12(G) OF THE
SECURITIES EXCHANGE ACT OF 1934

NEW MARRIOTT MI, INC.
(To Be Renamed "Marriott International, Inc.")

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware

52-2055918

(STATE OF INCORPORATION OR ORGANIZATION)

(I.R.S. EMPLOYER
IDENTIFICATION NO.)

10400 Fernwood Road
Bethesda, Maryland

20817

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

Securities to be registered pursuant to Section 12(b) of the Act:

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

Common Stock, par value \$0.01 per share

Pacific Exchange

Class A Common Stock, par value \$0.01 per share

Pacific Exchange

Series A Junior Participating Preferred Stock
Purchase Rights

Pacific Exchange

If this form relates to the registration of a class of securities pursuant to
Section 12(b) of the Exchange Act and is effective pursuant to General
Instruction A.(c), check the following box. [X]

If this form relates to the registration of a class of securities pursuant to
Section 12(g) of the Exchange Act and is effective pursuant to General
Instruction A.(d), check the following box. []

Securities Act registration statement file number to which this form relates:
N/A

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:
None

(TITLE OF CLASS)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 1. DESCRIPTION OF REGISTRANTS'S SECURITIES TO BE REGISTERED.

The information required by this item is incorporated by reference to
the information set forth under the caption "DESCRIPTION OF THE NEW
MARRIOTT CAPITAL STOCK," in the Marriott International, Inc. Notice of
Annual Meeting and Proxy Statement contained in the Registrant's Form
10 dated February 12, 1998 which was filed with the Commission on
February 13, 1998.

ITEM 2. EXHIBITS.

Not Applicable.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

NEW MARRIOTT MI, INC.

By: /s/ W. David Mann

W. David Mann
Secretary

Date: March 18, 1998