SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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[*]	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Grissen David	MARRIOTT INTERNATIONAL INC /MD/ [MAR]	Director 10% Owner X Officer (give title below) Other (specify below) **Group President**

(Last)	(First)	(Middle)
10400 FERNWOOD ROAD		

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2016

(Street)

BETHESDA	MD	20817

(City)	(State)	(Zip)

4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
	X Form filed by One Reporting Person 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	05/06/2016		S[(1)]		23,139	D	$69.31	44,516	D	
Class A Common Stock	05/09/2016		A[(2)]		9,068	A	$0.0000	53,584	D	
Class A Common Stock								1,814	I	By 401(k)

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Appreciation Rights	$46.21	05/09/2016		D			14,640	[(3)]	02/12/2017	Class A Common Stock	14,640	$0.0000	0.0000	D	
Stock Appreciation Rights	$33.49	05/09/2016		D			23,360	[(4)]	02/19/2018	Class A Common Stock	23,360	$0.0000	0.0000	D	

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was $69.36 and the lowest price at which shares were sold was $69.23.

2. Shares acquired and retained pursuant to exercise of Stock Appreciation Rights.

3. Stock Appreciation Right, settled in Class A Common Stock and vesting in four equal annual installments beginning on the first anniversary of the February 12, 2007 grant date.

4. Stock Appreciation Right, settled in Class A Common Stock and vesting in four equal annual installments beginning with the first anniversary of February 19, 2008 grant date.

Bancroft S. Gordon, Attorney-In-Fact	05/10/2016
** 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.