SEC Form 4

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FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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 [*] <u>Harrison Deborah Marriott</u>	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> / <u>MD/</u> [MAR] 											
(Last) (First) (M 10400 FERNWOOD ROAD	3. Date of Earliest 09/29/2021	t Transa	ction	(Month/Day/Ye	below) X below) Member of 13(d) group							
)817 ip)	4. If Amendment,	Date of	Origir	nal Filed (Mont	h/Day/Y		6. Individual or Joint/Group Filing (Check Appli Line) X Form filed by One Reporting Person Form filed by More than One Reportin Person				
Table	I - Non-Deriva	tive Securities	s Acqu	uired	l, Disposed	d of, o	r Benefi	cially 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 Disposed Of	Acquired (D) (Insti	d (A) or r. 3, 4 and 5)	5. Amount of Securities Beneficially Following (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)				
Class A Common Stock	06/21/2021		G	v	27,000	D	\$0.0000	80,834	D			
Class A Common Stock	09/27/2021		G	v	9,400	A	\$0.0000	90,234	D			
Class A Common Stock	06/21/2021		G	v	27,000	A	\$0.0000	57,382	I	By Spouse ⁽¹⁾		
Class A Common Stock	06/22/2021		G	v	36,000	D	\$0.0000	21,382	Ι	By Spouse ⁽¹⁾		
Class A Common Stock	09/27/2021		G	v	9,400	D	\$0.0000	11,982	I	By Spouse ⁽¹⁾		
Class A Common Stock	09/29/2021		J ⁽²⁾		2,200,000	D	\$0.0000	22,027,118	I	JWM Family Enterprises ⁽¹⁾		
Class A Common Stock	06/22/2021		G	v	36,000	A	\$0.0000	245,210	I	The Harrison Generation Trust ⁽¹⁾		
Class A Common - Restricted Stock Units								746	D			
Class A Common Stock-Dir. Def. Stock Comp Plan-1								2,516	D			
Class A Common Stock								20,000	I	AES JWM Gen Trust ⁽¹⁾		
Class A Common - Restricted Stock Units								12,372	I	By Spouse ⁽¹⁾		
Class A Common Stock								96,440	I	DMH 2020 Annuity Trust ⁽¹⁾		
Class A Common Stock								60,000	I	DMH JWM Gen Trust ⁽¹⁾		
Class A Common Stock								60,000	I	DSM JWM Gen Trust ⁽¹⁾		
Class A Common Stock								9,350	I	Grandchildren Multi-Trust ⁽¹⁾		
Class A Common Stock								20,000	I	JRJ JWM Gen Trust ⁽¹⁾		
Class A Common Stock								60,000	I	JWM III JWM Gen Trust ⁽¹⁾		
Class A Common Stock								70,203	I	JWM III Trustee 1 ⁽¹⁾		
Class A Common Stock								60,636	Ι	JWM III Trustee 2 ⁽¹⁾		

Т	able I - Non-Derivat	tive Securities	a Acqu	uired	l, Dispose	ed of, o	r Benefic	ially 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)					5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		,
Class A Common Stock								48,327	I	JWM III Trustee 3 ⁽¹⁾
Class A Common Stock								251,000	I	JWM Insurance Trust ⁽¹⁾
Class A Common Stock								34,920	I	MCH Investments, LLC ⁽¹⁾
Class A Common Stock								44,762	I	MCH Irrev. Trust ⁽¹⁾
Class A Common Stock								20,000	I	SBM JWM Gen Trust ⁽¹⁾
Class A Common Stock								90,561	I	SMH Investments, LLC ⁽¹⁾
Class A Common Stock								64,248	I	Trustee 8 ⁽¹⁾
Class A Common Stock								58,993	I	Trustee 9 ⁽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. Transa Code (8)		of Deriv	r osed) 1. 3, 4	tive (Month/Day/Year) sed 3, 4		Expiration Date Amount of			9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

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

2. Shares transferred as a capital distribution to Mr. J.W. Marriott, Jr. in a transaction exempt as to the transferee under Rule 16a-13. JWM Family Enterprises, L.P. did not receive any consideration in exchange for this capital distribution.

Andrew P.C. Wright,
Attorney-in-Fact

<u>10/01/2021</u>

** 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.