

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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* <b>MARRIOTT J W JR</b>  (Last) (First) (Middle) <b>10400 FERNWOOD ROAD</b>  (Street) <b>BETHESDA MD 20817</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MARRIOTT INTERNATIONAL INC /MD/</b> <b>[ MAR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>Chairman / 13D Group Owning more than 10%</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/14/2020</b>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	02/14/2020		A <sup>(1)</sup>		119,778	A	\$0.0000	398,064	D	
Class A Common Stock								214,124	I	401(k) account
Class A Common Stock								20,000	I	AES JWM Gen Trust
Class A Common Stock								60,000	I	DMH JWM Gen Trust
Class A Common Stock								60,000	I	DSM JWM Gen Trust
Class A Common Stock								20,000	I	JRJ JWM Gen Trust
Class A Common Stock								68,900	I	JW Sp Trustee 8 <sup>(2)</sup>
Class A Common Stock								76,991	I	JW Sp Trustee 9
Class A Common Stock								24,227,118	I	JWM Family Enterprises <sup>(2)</sup>
Class A Common Stock								60,000	I	JWM III JWM Gen Trust
Class A Common Stock								20,000	I	SBM JWM Gen Trust
Class A Common Stock								1,670,013	I	Sp Trustee 1 <sup>(2)</sup>
Class A Common Stock								13,220	I	Sp Trustee 2 <sup>(2)</sup>
Class A Common Stock								16,682	I	Sp Trustee 3 <sup>(2)</sup>
Class A Common Stock								19,679	I	Sp Trustee 5 <sup>(2)</sup>
Class A Common Stock								19,679	I	Sp Trustee 6 <sup>(2)</sup>
Class A Common Stock								10,217	I	Sp Trustee 7 <sup>(2)</sup>
Class A Common Stock								285,758	I	Spouse <sup>(2)</sup>
Class A Common Stock								367,484	I	Trustee 1 <sup>(2)</sup>
Class A Common Stock								3,400,760	I	Trustee 19 <sup>(2)</sup>
Class A Common Stock								589,637	I	Trustee 2 <sup>(2)</sup>

**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								139,541	I	Trustee 3 <sup>(2)</sup>
Class A Common Stock								495,559	I	Trustee 4 <sup>(2)</sup>
Class A Common Stock								767,671	I	Trustee 5 <sup>(2)</sup>
Class A Common Stock								537,520	I	Trustee 6 <sup>(2)</sup>
Class A Common Stock								95,207	I	Trustee 7 <sup>(2)</sup>
Class A Common Stock								725,822	I	Trustee 8 <sup>(2)</sup>

**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	\$26.99	02/14/2020		M		278,588		(3)	02/14/2020	Class A Common Stock	278,588	\$114.9	278,588	D	

**Explanation of Responses:**

- Shares acquired upon settlement of SARs granted on February 16, 2010.
- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal annual installments beginning on the first anniversary of the February 16, 2010 grant date.

Bancroft S. Gordon, Attorney-    02/18/2020  
In-Fact

\*\* 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.**