

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

**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

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

1. Name and Address of Reporting Person <u>Harrison Deborah Marriott</u>  (Last) (First) (Middle) 7750 WISCONSIN AVENUE  (Street) BETHESDA MD 20814  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> [ MAR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Member of 13(d) group
	3. Date of Earliest Transaction (Month/Day/Year) 05/03/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Rule 10b5-1(c) Transaction Indication**

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

**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	05/03/2024		A		7,588	A	\$234.59	54,717	D	
Class A Common Stock	05/03/2024		F <sup>(1)</sup>		4,445	D	\$234.59	50,272	D	
Class A Common Stock-Dir. Def. Stock Comp Plan-1								2,435	D	
Class A Common Stock								9,100	I	2021 Trust
Class A Common - Restricted Stock Units								2,220	I	By Spouse <sup>(2)</sup>
Class A Common Stock								20,160	I	By Spouse <sup>(2)</sup>
Class A Common Stock								240,000	I	Generations Trust <sup>(2)</sup>
Class A Common Stock								11,910	I	Grandchildren Multi-Trust <sup>(2)</sup>
Class A Common Stock								22,027,118	I	JWM Family Enterprises <sup>(2)</sup>
Class A Common Stock								70,203	I	JWM III Trustee 1 <sup>(2)</sup>
Class A Common Stock								60,636	I	JWM III Trustee 2 <sup>(2)</sup>
Class A Common Stock								48,327	I	JWM III Trustee 3 <sup>(2)</sup>
Class A Common Stock								251,000	I	JWM Insurance Trust <sup>(2)</sup>
Class A Common Stock								34,920	I	MCH Investments, LLC <sup>(2)</sup>
Class A Common Stock								57,420	I	MCH Irrev. Trust <sup>(2)</sup>
Class A Common Stock								90,561	I	SMH Investments, LLC <sup>(2)</sup>
Class A Common Stock								12,658	I	SMH Irrev. Trust <sup>(2)</sup>
Class A Common Stock								245,210	I	The Harrison Generation Trust <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	\$82.67	05/03/2024		M			7,588	(3)	05/03/2024	Class A Common Stock	7,588	\$82.67	0.0000	D	

**Explanation of Responses:**

- The reporting person received a net of 3,143 shares of common stock upon the exercise of 7,588 stock appreciation rights ("SARs"). A total of 4,445 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her 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 23, 2015 grant date.

Andrew P.C. Wright, Attorney-in-Fact      05/06/2024

\*\* 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.**