FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: Estimated average burden hours per response: 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWN
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

			of Section 30(ff) of the filvestillent Company Act of 1940			
1. Name and Address of Nepoling Ferson			2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]		tionship of Reporting Pers all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)
(Last) (First) (Middle) 10400 FERNWOOD ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/27/2004		EVP - Develop	,
(Street) BETHESDA (City)	MD (State)	20817 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person

(City) (State)	(Zip)	Form filed by More than One Rep Person								
	ble I - Non-Derivative S	ecurities Acq	uired.	Dis	posed of.	or Ben	eficially	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 Disposed Of	Acquired	(A) or	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	12/27/2004		М		15,962	A	\$7.32	77,433	D	
Class A Common Stock	12/27/2004		М		19,815	A	\$5.88	97,248	D	
Class A Common Stock	12/27/2004		S		1,100	D	\$62.75	50,324	D	
Class A Common Stock	12/27/2004		S		300	D	\$62.77	50,024	D	
Class A Common Stock	12/27/2004		S		1,200	D	\$62.78	48,824	D	
Class A Common Stock	12/27/2004		S		300	D	\$62.79	48,524	D	
Class A Common Stock	12/27/2004		S		500	D	\$62.8	48,024	D	
Class A Common Stock	12/27/2004		S		500	D	\$62.81	47,524	D	
Class A Common Stock	12/27/2004		S		300	D	\$62.82	47,224	D	
Class A Common Stock	12/27/2004		М		15,962	A	\$7.2	63,186	D	
Class A Common Stock	12/27/2004		M		19,815	A	\$5.97	117,063	D	
Class A Common Stock	12/27/2004		S		39,624	D	\$62.5	77,439	D	
Class A Common Stock	12/27/2004		S		1,900	D	\$62.51	75,539	D	
Class A Common Stock	12/27/2004		S		2,900	D	\$62.52	72,639	D	
Class A Common Stock	12/27/2004		S		1,715	D	\$62.53	70,924	D	
Class A Common Stock	12/27/2004		S		2,900	D	\$62.54	68,024	D	
Class A Common Stock	12/27/2004		S		2,900	D	\$62.55	65,124	D	
Class A Common Stock	12/27/2004		S		3,200	D	\$62.56	61,924	D	
Class A Common Stock	12/27/2004		S		1,100	D	\$62.57	60,824	D	
Class A Common Stock	12/27/2004		S		800	D	\$62.58	60,024	D	
Class A Common Stock	12/27/2004		S		900	D	\$62.59	59,124	D	
Class A Common Stock	12/27/2004		S		1,200	D	\$62.6	57,924	D	
Class A Common Stock	12/27/2004		S		500	D	\$62.61	57,424	D	
Class A Common Stock	12/27/2004		S		300	D	\$62.62	57,124	D	
Class A Common Stock	12/27/2004		S		700	D	\$62.63	56,424	D	
Class A Common Stock	12/27/2004		S		4,400	D	\$62.64	52,024	D	
Class A Common Stock	12/27/2004		S		200	D	\$62.67	51,824	D	
Class A Common Stock	12/27/2004		S		100	D	\$62.71	51,724	D	
Class A Common Stock	12/27/2004		S		100	D	\$62.72	51,624	D	
Class A Common Stock	12/27/2004		S		200	D	\$62.73	51,424	D	

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)		5. Number n of		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				
Class A Employee Stock Option (Right to buy)	\$5.88	12/27/2004		M			19,815	(1)	10/03/2006	Class A Common Stock	19,815	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$5.97	12/27/2004		M			19,815	(1)	10/03/2006	Class A Common Stock	19,815	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$7.32	12/27/2004		М			15,962	(2)	10/20/2007	Class A Common Stock	15,962	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$7.2	12/27/2004		М			15,962	(2)	10/20/2007	Class A Common Stock	15,962	\$0	0.00	D	

Explanation of Responses:

- $1. The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991\ grant date.$
- 2. The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/92 grant date.

Remarks:

By: Dorothy M. Ingalls, Attorney-In-Fact

12/27/2004

** 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.

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