FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPR	OVAL
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hours per response.	05

1. Name and Address of Reporting Person [*] <u>MARRIOTT RICHARD E</u>				suer Name and Tick ARRIOTT IN <u>D/</u> [MAR]			5. Relationship of Reporting Person(s) to Issu (Check all applicable) Director X 10% Owr				wner
(Last) 10400 FERNW	(First) OOD ROAD	(Middle)		ate of Earliest Transa 03/2012		Officer (give title below)		Other (below)	specify		
(Street) BETHESDA (City)	MD (State)	20817 (Zip)	4. lf	Amendment, Date o	f Original Filec	l (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Form filed by One Form filed by Moi Person	e Reporti	ng Pers	on
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3) 2. Transac Date			2. Transaction Date	2A. Deemed Execution Date,	3. Transaction	4. Securities Acquired (A) o Disposed Of (D) (Instr. 3, 4		5. Amount of Securities	6. Owne Form: D		7. Nature of Indirect

	Date (Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transaction Code (Instr. 8)		Disposed Of	(D) (Instr.	3, 4 and 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(instr. 4)
Class A Common Stock	12/03/2012		G	v	18,314	D	\$0.0000	18,497,312	D	
Class A Common Stock	12/03/2012		G	v	47,905	D	\$0.0000	18,449,407	D	
Class A Common Stock	12/11/2012		G	v	135,000	D	\$0.0000	18,313,407	D	
Class A Common Stock	12/03/2012		G	v	716	Α	\$0.0000	281,787	Ι	Spouse ⁽¹⁾
Class A Common Stock								3,382,692	I	Other ⁽¹⁾
Class A Common Stock								1,383,097	Ι	Spouse Trustee ⁽¹⁾
Class A Common Stock								496,960	I	Trustee 1 ⁽¹⁾
Class A Common Stock								17,000	I	Trustee 17 ⁽¹⁾
Class A Common Stock								5,154,896	I	Trustee 19 ⁽¹⁾
Class A Common Stock								669,073	I	Trustee 2 ⁽¹⁾
Class A Common Stock								194,119	Ι	Trustee 3 ⁽¹⁾
Class A Common Stock								495,559	Ι	Trustee 4 ⁽¹⁾
Class A Common Stock								758,940	Ι	Trustee 5 ⁽¹⁾
Class A Common Stock								580,915	Ι	Trustee 6 ⁽¹⁾
Class A Common Stock								277,274	I	Trustee 7 ⁽¹⁾
Class A Common Stock								725,822	I	Trustee 8 ⁽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. 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)
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		Ta	ble II - Deriva (e.g., p					ired, Disp options, o			i or i	y Owned			
1. Title of Derivative Beplangtion (Instr. 3) 1. The Report	2. Conversion of Respises Price of Derivative Security	e(Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year) pership of the reported	Code Transa Code (8) d Securit	iction Instr.	6A)Nu of Deriv Secu Acqu (A) oi	ative rities exten ired	ExpartisEater Expiration Dr (Month/Day/N t of his pecunia	istable and te (ear) ary interest the	Amour Securi Underl Deriva	ties ying tive	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned ouned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Dispo of (D) (Instr and 5	osed . 3, 4)		In	- <u>Fact</u>		<u>n, Attorne</u> ing Person	$\frac{y_{-}}{1} = \frac{y_{-}}{12/14/201}$		
* If the form	is filed by mo	e than one reportir	l class of securities g person, <i>see</i> Insti acts constitute Feo	uction 4	4 (b)(v)				001 and 15 l	150.7	Rff(a)				
Note: File th	ree copies of	this Form, one of w	hich must be manu	ally sig	hed. If	space	is insu	ficient, see In	struction 6 f	or proce	duffiount	iys a currer	itly valid OMB I	lumber.	