

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G  
Under the Securities Exchange Act of 1934

(Amendment No. 6)\*

Marriott International, Inc.

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(Name of Issuer)

Class A Common Stock

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(Title of Class and Securities)

571903202

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(CUSIP Number of Class of Securities)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

CUSIP No. 571903202  
13G

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(1) NAMES OF REPORTING PERSONS  
Southeastern Asset Management, Inc. I.D. No. 62-0951781

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Tennessee

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: 1,678,100 shares

WITH POWER : (6) SHARED OR NO VOTING

(shared) 2,223,200 shares  
Vote) 494,000 shares (No

POWER : (7) SOLE DISPOSITIVE POWER  
(Discretionary Accounts)  
: 2,168,100 shares

POWER : (8) SHARED DISPOSITIVE  
(Shared) : 2,223,200 shares  
4,000 shares (None)

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,395,300 shares

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES -X- See Items 4(c)(ii) and 4(c)(iv).

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
1.9 %

(12) TYPE OF REPORTING PERSON  
IA

CUSIP No. 571903202 13G

(1) NAMES OF REPORTING PERSONS  
0. Mason Hawkins I.D. No. XXX-XX-XXXX

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a)  
(b) X

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Citizen of United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON : (5) SOLE VOTING POWER  
: (Discretionary Accounts)  
: None

WITH : (6) SHARED VOTING POWER

: None

: (7) SOLE DISPOSITIVE POWER

: None

: (8) SHARED DISPOSITIVE POWER

: None

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None (See Item 3 )

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
0.0%

(12) TYPE OF REPORTING PERSON  
IN

Item 1.

(a). Name of Issuer: Marriott International, Inc.  
("Issuer")

(b). Address of Issuer's Principal Executive Offices:

10400 Fernwood Road  
Bethesda, Maryland 20817

Item 2.

(a) and (b). Names and Principal Business Addresses of  
Persons

Filing:

(1) Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

(2) Mr. O. Mason Hawkins  
Chairman of the Board and C.E.O.  
Southeastern Asset Management, Inc.  
6410 Poplar Ave., Suite 900  
Memphis, TN 38119

(c). Citizenship:

Southeastern Asset Management, Inc. - A Tennessee  
corporation

Mr. O. Mason Hawkins - U.S. Citizen

(d). Title of Class of Securities: Class A Common Stock  
(the "Securities").

(e). Cusip Number: 571903202

Item 3. If this statement is filed pursuant to Rules 13d-1 (b)  
or

13d-2 (b), check whether the person filing is a:

(e.) Investment Adviser registered under Section 203 of the  
Investment Advisers Act of 1940. This statement is being  
filed  
by Southeastern Asset Management, Inc. as a registered  
investment

adviser. All of the securities covered by this report are owned legally by Southeastern's investment advisory clients and none are owned directly or indirectly by Southeastern. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Southeastern Asset Management, Inc. is the beneficial owner of any of the securities covered by this statement.

(g.) Parent Holding Company. This statement is also being filed by Mr. O. Mason Hawkins, Chairman of the Board and C.E.O. of Southeastern Asset Management, Inc. in the event he could be deemed to be a controlling person of that firm as the result of his official positions with or ownership of its voting securities. The existence of such control is expressly disclaimed. Mr. Hawkins does not own directly or indirectly any securities covered by this statement for his own account. As permitted by Rule 13d-4, the filing of this statement shall not be construed as an admission that Mr. Hawkins is the beneficial owner of any of the securities covered by this statement.

Item 4. Ownership:

(a). Amount Beneficially Owned: (At 06/30/04)  
4,395,300 shares

(b). Percent of Class:  
1.9 %

Common  
Above percentage is based on 226,197,660 shares of  
Stock outstanding.

(c). Number of shares as to which such person has:

(i). sole power to vote or to direct the vote:  
1,678,100 shares

vote:

Shared - 2,223,200 shares.  
Securities owned by the following series of

Longleaf  
Partners Funds Trust, an open-end management  
investment company registered under the  
Investment  
Company Act of 1940, as follows:

Longleaf Partners Fund - 2,223,200

No Power to Vote - 494,000. This figure does not include 70,000 shares held by completely non-discretionary accounts over which the filing parties have neither voting nor dispositive power and for which the filing parties disclaim beneficial ownership.

(iii). sole power to dispose or to direct the disposition  
of:

2,168,100 shares

(iv). shared or no power to dispose or to direct the disposition of:

Shared - 2,223,200 shares  
Securities owned by the following series of  
Longleaf  
Partners Funds Trust, an open-end management  
Investment  
investment company registered under the  
Company Act of 1940, as follows:

Longleaf Partners Fund - 2,223,200

No Power - 4,000 shares. This figure does not  
include 70,000 shares held by completely non-  
discretionary accounts over  
which the filing parties have neither voting  
nor dispositive power and for which the filing parties  
disclaim beneficial ownership.

Item 5. Ownership of Five Percent or Less of a Class: The  
filing parties no longer own 5% of the Securities of the  
Issuer.

Item 6. Ownership of More Than Five Percent on Behalf of Another  
Person: N/A

Item 7. Identification and Classification of the Subsidiary  
Which  
Acquired the Security Being Reported on By the Parent  
Holding Company: N/A

Item 8. Identification and Classification of Members of the  
Group:  
N/A

Item 9. Notice of Dissolution of Group: N/A

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and  
belief, the securities referred to above were acquired in the  
ordinary course of business and were not acquired for the  
purpose  
and do not have the effect of changing or influencing the  
control  
of the issuer of such securities and were not acquired in  
connection with or as a participant in any transaction having  
such  
purposes or effect.

#### Signatures

After reasonable inquiry and to the best of the knowledge and  
belief of the undersigned, the undersigned certifies that the  
information set forth in this statement is true, complete, and  
correct.

Dated: July 8, 2004

Inc. Southeastern Asset Management,

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

In accordance with Rule 13d-1(f) under the Securities Exchange Act of 1934, the persons or entities named below agree to the joint filing on behalf of each of them of this Schedule 13G with respect to the Securities of the Issuer and further agree that this joint filing agreement be included as an exhibit to this Schedule 13G. In evidence thereof, the undersigned hereby execute this Agreement as of July, 8, 2004.

Southeastern Asset Management, Inc.

By /s/ Andrew R. McCarroll

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Andrew R. McCarroll  
Vice President and General Counsel

O. Mason Hawkins, Individually

/s/ O. Mason Hawkins

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