

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

| OMB APPROVAL | |
|--|-----------|
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| | | |
|--|---|---|
| 1. Name and Address of Reporting Person* <u>Marriott Stephen G</u> (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> <u>/MD/ [MAR]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning more than 10% |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/26/2006 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 12/29/2006 | | G | V | 512 | A | \$0 | 53,511 | I ⁽¹⁾ | Trustee 3 of Trust f/b/o his child |
| Class A Common Stock | 12/29/2006 | | G | V | 5,631 | D | \$0 | 1,137,624 | D | |
| Class A Common Stock | 12/26/2006 | | G | V | 512 | A | \$0 | 73,242 | I ⁽¹⁾ | Trustee 1 of Trust f/b/o his child |
| Class A Common Stock | 12/27/2006 | | G | V | 341 | A | \$0 | 73,583 | I ⁽¹⁾ | Trustee 1 of Trust f/b/o his child |
| Class A Common Stock | 12/29/2006 | | G | V | 512 | A | \$0 | 74,095 | I ⁽¹⁾ | Trustee 1 of Trust f/b/o his child |
| Class A Common Stock | 12/29/2006 | | G | V | 512 | A | \$0 | 74,607 | I ⁽¹⁾ | Trustee 1 of Trust f/b/o his child |
| Class A Common Stock | 12/26/2006 | | G | V | 512 | A | \$0 | 61,462 | I ⁽¹⁾ | Trustee 2 of Trust f/b/o his child |
| Class A Common Stock | 12/27/2006 | | G | V | 341 | A | \$0 | 61,803 | I ⁽¹⁾ | Trustee 2 of Trust f/b/o his child |
| Class A Common Stock | 12/29/2006 | | G | V | 512 | A | \$0 | 62,315 | I ⁽¹⁾ | Trustee 2 of Trust f/b/o his child |
| Class A Common Stock | 12/29/2006 | | G | V | 512 | A | \$0 | 62,827 | I ⁽¹⁾ | Trustee 2 of Trust f/b/o his child |
| Class A Common Stock | 12/26/2006 | | G | V | 512 | A | \$0 | 52,146 | I ⁽¹⁾ | Trustee 3 of Trust f/b/o his child |

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 | 12/27/2006 | | G | V | 341 | A | \$0 | 52,487 | I ⁽¹⁾ | Trustee 3 of Trust f/b/o his child |
| Class A Common Stock | 12/29/2006 | | G | V | 512 | A | \$0 | 52,999 | I ⁽¹⁾ | Trustee 3 of Trust f/b/o his child |
| Class A Common Stock | | | | | | | | 2,778 | I | 401(k) account |
| Class A Common Stock | | | | | | | | 787,220 | I | By 1965 Trusts |
| Class A Common Stock | | | | | | | | 552,220 | I | By 1974 Trust |
| Class A Common Stock | | | | | | | | 10,827,960 | I | By JWM Family Enterprises, L.P. ⁽²⁾ |
| Class A Common Stock | | | | | | | | 43,230 | I | By Spouse |
| Class A Common Stock | | | | | | | | 13,200,000 | I | By Thomas Point Ventures, L.P. ⁽³⁾ |
| Class A Common Stock | | | | | | | | 15,404 | I | Sp Trustee 1 for Trust f/b/o his child |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 2 for Trust f/b/o his child |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 3 for Trust f/b/o his child |

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 | | | | | |

Explanation of Responses:

- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Stephen Garff Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of his pecuniary interest therein.
- Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Stephen Garff Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of his pecuniary interest therein.

Remarks:

By: Ward R. Cooper, Attorney- 12/29/2006
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.

