SEC Form 4

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 APPROVAL								
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		or Section 30(h) of	the Inv	estme	nt Company	Act of 19	940			
1. Name and Address of Reporting Person [*] Harrison Deborah Marriott	2. Issuer Name an <u>MARRIOTT</u> / <u>MD/</u> [MAR	eporting Person le)	10% Owner							
(Last) (First) (Mir 10400 FERNWOOD ROAD	3. Date of Earliest 02/15/2022	Transac	tion (I	Month/Day/Ye	Officer (give title X Other (specify below) Member of 13(d) group					
(Street) BETHESDA MD 200	4. If Amendment, E	Date of (Drigina	al Filed (Mont	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
(City) (State) (Zip								Person		
		ive Securities		ired,	-	-				
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Class A Common - Restricted Stock Units	02/15/2022		F		200 ⁽¹⁾	D	\$177.94	104	D	
Class A Common - Restricted Stock Units	02/15/2022		F		1,225 ⁽¹⁾	D	\$177.94	8,418	I	By Spouse ⁽²⁾
Class A Common Stock								26,676	D	
Class A Common Stock-Dir. Def. Stock Comp Plan-1								2,516	D	
Class A Common Stock								64,000	I	2021 Trust
Class A Common Stock								20,000	I	AES JWM Gen Trust ⁽²⁾
Class A Common Stock								14,711	I	By Spouse ⁽²⁾
Class A Common Stock								96,440	I	DMH 2020 Annuity Trust ⁽²⁾
Class A Common Stock								60,000	I	DMH JWM Gen Trust ⁽²⁾
Class A Common Stock								60,000	I	DSM JWM Gen Trust ⁽²⁾
Class A Common Stock								9,350	I	Grandchildren Multi-Trust ⁽²⁾
Class A Common Stock								20,000	I	JRJ JWM Gen Trust ⁽²⁾
Class A Common Stock								22,027,118	I	JWM Family Enterprises ⁽²⁾
Class A Common Stock								60,000	I	JWM III JWM Gen Trust ⁽²⁾
Class A Common Stock								70,203	I	JWM III Trustee 1 ⁽²⁾
Class A Common Stock								60,636	I	JWM III Trustee 2 ⁽²⁾
Class A Common Stock								48,327	I	JWM III Trustee 3 ⁽²⁾
Class A Common Stock								251,000	I	JWM Insurance Trust ⁽²⁾

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)					5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Class A Common Stock								34,920	I	MCH Investments, LLC ⁽²⁾
Class A Common Stock								44,762	I	MCH Irrev. Trust ⁽²⁾
Class A Common Stock								20,000	I	SBM JWM Gen Trust ⁽²⁾
Class A Common Stock								90,561	I	SMH Investments, LLC ⁽²⁾
Class A Common Stock								81,168	I	Spouse Trustee ⁽²⁾
Class A Common Stock								245,210	I	The Harrison Generation Trust ⁽²⁾
Class A Common Stock								64,248	I	Trustee 8 ⁽²⁾
Class A Common Stock								58,993	I	Trustee 9 ⁽²⁾

 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)			Expiration Date (Month/Day/Year) rities rssed) : 3, 4		Expiration Date Amount of Month/Day/Year) Securities			8. Price of Derivative Security (Instr. 5) Beneficially Owned Following Reported Transaction(s) (Instr. 4)		Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares withheld by the Company to cover taxes associated with vesting RSUs.

2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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** Signature of Reporting Person Date

02/17/2022

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \star 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.