FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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

| Capuano Ant | | 2. Issuer Name and T MARRIOTT IN [MAR] | | | | | | tionship of Reporting all applicable) Director Officer (give title below) | 10% C | Owner (specify | | | | |
|--|--------------------|---|-------|---|-------------------------------|----------|---------|---|------------------------------------|---|---|---|---|--|
| (Last) 7750 WISCONS | (First) SIN AVENUE | 3. Date of Earliest Transaction (Month/Day/Year) 11/12/2024 | | | | | | | President & CEO | | | | | |
| (Street) | | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | |
| BETHESDA | MD | | | | | | | | Form filed by One Reporting Person | | | | | |
| (City) | (State) | (Zip) | | | | | | | | Form filed by More than One Reporting Person | | | | |
| | tive Securities A | cquir | ed, [| Disposed o | of, or E | Benefici | ially C | Owned | | | | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Ye | | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transa Code (1 8) | Instr. | (4) or | | 5)` ′ | posed | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code | V | Amount | (D) | Price | | (Instr. 3 and 4) | | | | | |

| | (Month/Day/Year) | if any (Month/Day/Year) | Code (8) | Instr. | | | | Beneficially Owned Following Reported | (D) or Indirect (I) (Instr. 4) | Beneficial Ownership (Instr. 4) |
|---|------------------|----------------------------|------------------|--------|--------|---------------|---------------------------|---|-----------------------------------|---------------------------------------|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Class A Common Stock | 11/12/2024 | | A | | 23,370 | A | \$284.57 | 116,693 | D | |
| Class A Common Stock | 11/12/2024 | | S | | 8,332 | D | \$284.4853 ⁽¹⁾ | 108,361 | D | |
| Class A Common Stock | 11/12/2024 | | F ⁽²⁾ | | 15,038 | D | \$284.57 | 93,323 | D | |
| Class A Common - Restricted Stock Units | | | | | | | | 36,102 | D | |
| Class A Common Stock | | | | | | | | 1,906 | I | 401(k) account |

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) | Execution Date, if any (Month/Day/Year) Execution Date, if any (Month/Day/Year) S S S S S S S S S | | of Deri Sec Acq (A) (Disp of (I | | | | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 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 | | | | |
| Stock Appreciation Rights | \$88.31 | 11/12/2024 | | М | | | 23,370 | (3) | 02/21/2027 | Class A Common Stock | 23,370 | \$284.57 | 0.0000 | D | |

Explanation of Responses:

- 1. Represents the weighted average sale price. The highest price at which shares were sold was \$284.56 and the lowest price at which shares were sold was \$284.48.
- 2. The reporting person received a net of 8,332 shares of Class A Common Stock upon the exercise of 23,370 Stock Appreciation Rights ("SARs"). A total of 15,038 shares of Class A Common Stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise
- 3. SARs, settled in Class A Common Stock and vesting in three equal installments beginning on February 21, 2017, and thereafter on the anniversary of that date.

Andrew P.C. Wright, Attorneyin-Fact

** Signature of Reporting Person

11/13/2024

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.

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.