

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0362
Estimated average burden hours per response:	1.0

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MARRIOTT J W JR</u>  (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u>  (Street) <u>BETHESDA MD 20817</u>  (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)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>Chairman &amp; CEO</b>
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>01/02/2009</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	12/23/2008		G	316,447	D	\$0	5,562,048	I	Trustee 19 <sup>(1)</sup>
Class A Common Stock	05/28/2008		G	31,486	D	\$0	529,336	I	Trustee 3 <sup>(1)</sup>
Class A Common Stock	02/20/2008		G	8,021	D	\$0	649,594 <sup>(2)</sup>	I	Trustee 6 <sup>(1)</sup>
Class A Common Stock							2,197,996	D	
Class A Common Stock							362,805	I	401(k) account
Class A Common Stock							75,756	I	Beneficiary <sup>(1)</sup>
Class A Common Stock							11,700,000	I	By Ltd Partnership - TPV <sup>(1)</sup>
Class A Common Stock							10,827,960	I	By-Corp <sup>(1)</sup>
Class A Common Stock							320,000	I	GP/Partnership <sup>(1)</sup>
Class A Common Stock							2,412,568	I	Sp Trustee 1 <sup>(1)</sup>
Class A Common Stock							15,404	I	Sp Trustee 2 <sup>(1)</sup>
Class A Common Stock							16,504	I	Sp Trustee 3 <sup>(1)</sup>
Class A Common Stock							16,504	I	Sp Trustee 4 <sup>(1)</sup>
Class A Common Stock							19,468	I	Sp Trustee 5 <sup>(1)</sup>
Class A Common Stock							19,468	I	Sp Trustee 6 <sup>(1)</sup>
Class A Common Stock							10,108	I	Sp Trustee 7 <sup>(1)</sup>
Class A Common Stock							279,470	I	Spouse <sup>(1)</sup>
Class A Common Stock							3,000,000	I	The JWM-MAR Annuity Trust
Class A Common Stock							770,960	I	Trustee 1 <sup>(1)</sup>
Class A Common Stock							785,000	I	Trustee 2 <sup>(1)</sup>
Class A Common Stock							786,960	I	Trustee 4 <sup>(1)</sup>
Class A Common Stock							798,940	I	Trustee 5 <sup>(1)</sup>
Class A Common Stock							732,274	I	Trustee 7 <sup>(1)</sup>
Class A Common Stock							787,220	I	Trustee 8 <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of 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)
<b>Explanation of Responses:</b> 1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. 2. This figure was adjusted to correct error created by conversion to a new reporting system.										
<b>Remarks:</b> <div style="text-align: right;"> <u>Bancroft S. Gordon, Attorney-In-Fact</u>      02/17/2009            ** Signature of Reporting Person      Date         </div>										

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.