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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 12, 2004**

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**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**1-13881**  
(Commission File No.)

**52-2055918**  
(IRS Employer Identification No.)

**10400 Fernwood Road, Bethesda, Maryland 20817**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (301) 380-3000**

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**ITEM 5. OTHER EVENTS**

On April 7, 2004, Marriott International, Inc. ("Marriott") sent notice to the holders of its Liquid Yield Option Notes due 2021 (Zero Coupon—Senior) (the "Notes"), that, subject to the terms of the indenture governing the Notes, it would purchase for cash, at the option of each holder, any Notes tendered by the holder and not withdrawn on May 10, 2004, at a purchase price of \$880.50 per \$1,000 principal amount at maturity. Marriott issued the Notes, which carried a yield to maturity of 0.75 percent, on May 8, 2001.

Holders of all outstanding Notes, approximately \$70 million aggregate principal amount at maturity, tendered their Notes for repurchase. Accordingly, on May 11, 2004, Marriott repurchased all of the outstanding Notes for aggregate cash consideration of approximately \$62 million.

No Notes remain outstanding following the purchase. Because the outstanding Notes had been convertible into approximately 0.9 million shares of Marriott's Class A Common Stock, Marriott's fully diluted shares will decrease as a result of the purchase.

A copy of Marriott's press release is attached as Exhibit 99 and incorporated by reference.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits. The following exhibit is filed with this report:

Exhibit 99 - Press release issued on May 12, 2004.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MARRIOTT INTERNATIONAL, INC.**

Date: May 12, 2004

By: /s/ Ward R. Cooper

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Ward R. Cooper  
Assistant Secretary

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99	Press release dated May 12, 2004 reporting repurchase of all of Marriott's Liquid Yield Option Notes due 2021.



Marriott International, Inc.  
Corporate Headquarters

Communications  
Marriott Drive  
Washington, D.C. 20058  
(301) 380-7770

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NEWS

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**MARRIOTT INTERNATIONAL, INC. REPURCHASES FOR CASH ALL OF ITS ZERO COUPON SENIOR CONVERTIBLE NOTES AT A COST OF APPROXIMATELY \$62 MILLION**

WASHINGTON, DC - May 12, 2004 - Marriott International, Inc. (NYSE: MAR) announced today that it has repurchased for cash all of its Liquid Yield Option Notes due 2021 (Zero Coupon—Senior) (the “Notes”). Marriott issued the Notes, which carried a yield to maturity of 0.75 percent, on May 8, 2001.

The holders of all of the Notes, approximately \$70 million aggregate principal amount at maturity, tendered their Notes for repurchase before the close of business on Monday, May 10, 2004, in accordance with the terms of the indenture governing the Notes. Marriott purchased the Notes at their accreted value of \$880.50 per \$1,000 principal amount at maturity for an aggregate purchase price of approximately \$62 million.

No Notes remain outstanding following the purchase. Because the outstanding Notes had been convertible into approximately 0.9 million shares of Marriott’s Class A Common Stock, Marriott’s fully diluted shares will decrease as a result of the purchase.

MARRIOTT INTERNATIONAL, INC. (NYSE: MAR) is a leading worldwide hospitality company with over 2,700 lodging properties in the United States and 68 other countries and territories. Marriott International operates and franchises hotels under the Marriott, JW Marriott, The Ritz-Carlton, Renaissance, Residence Inn, Courtyard, TownePlace Suites, Fairfield Inn, SpringHill Suites and Ramada International brand names; develops and operates vacation ownership resorts under the Marriott Vacation Club International, Horizons, The Ritz-Carlton Club and Marriott Grand Residence Club brands; operates Marriott Executive Apartments; provides furnished corporate housing through its Marriott ExecuStay division; and operates conference centers. Marriott is also in the synthetic fuel business. The company is headquartered in Washington, D.C., and has approximately 128,000 employees. In fiscal year 2003, Marriott International reported sales from continuing operations of \$9 billion. For more information or reservations, please visit our web site at [marriott.com](http://marriott.com).