

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* MARRIOTT J W JR _____ (Last) (First) (Middle) 10400 FERNWOOD ROAD _____ (Street) BETHESDA MD 20817 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]	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) Chairman & CEO
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2005	
	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 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								6,600,000	I	By Ltd Partnership
Class A Common Stock								5,413,980	I	By-Corp
Class A Common Stock								160,000	I	GP/Partnership
Class A Common Stock								1,340,534	I	Sp Trustee 1
Class A Common Stock								7,702	I	Sp Trustee 2
Class A Common Stock								8,252	I	Sp Trustee 3
Class A Common Stock	05/24/2005		S		2,300	D	\$66.77	2,188,485	D	
Class A Common Stock	05/24/2005		S		2,100	D	\$66.8	2,186,385	D	
Class A Common Stock	05/24/2005		S		200	D	\$66.81	2,186,185	D	
Class A Common Stock	05/24/2005		S		1,000	D	\$66.83	2,185,185	D	
Class A Common Stock								244,878	I	Beneficiary
Class A Common Stock								8,252	I	Sp Trustee 4
Class A Common Stock								9,734	I	Sp Trustee 5
Class A Common Stock								9,734	I	Sp Trustee 6
Class A Common Stock								5,054	I	Sp Trustee 7
Class A Common Stock								139,735	I	Spouse
Class A Common Stock								393,480	I	Trustee 1
Class A Common Stock								3,196,600	I	Trustee 19
Class A Common Stock								392,500	I	Trustee 2
Class A Common Stock								334,145	I	Trustee 3
Class A Common Stock								393,480	I	Trustee 4
Class A Common Stock								399,470	I	Trustee 5
Class A Common Stock								368,624	I	Trustee 6
Class A Common Stock								367,500	I	Trustee 7
Class A Common Stock								393,610	I	Trustee 8

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. Date of Execution, if any (e.g., puts, calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying 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)
Explanation of Responses:						By: <u>Dorothy M. Ingalls,</u> <u>Attorney-In-Fact</u>		05/26/2005		
<p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.</p> <p>* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).</p> <p>** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See Section 7802 of Title 18, U.S.C.</p>										

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.