

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* <u>Linnartz Stephanie</u>			2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/ [MAR]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chf. Mktg. & Com. Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/20/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>10400 FERNWOOD ROAD</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>BETHESDA</u>	<u>MD</u>	<u>20817</u>	(City)	(State)			

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	12/20/2019		A		8,793 ⁽¹⁾	A	\$0.0000	64,431	D	
Class A Common Stock	12/20/2019		A		4,058 ⁽¹⁾	A	\$0.0000	68,489	D	
Class A Common Stock	12/20/2019		A		3,755 ⁽¹⁾	A	\$0.0000	72,244	D	
Class A Common Stock	12/20/2019		S		16,606	D	\$151	55,638	D	

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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities 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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Appreciation Rights	\$88.31	12/20/2019		M			18,894	(2)	02/21/2027	Class A Common Stock	18,894	\$0.0000	9,447	D	
Stock Appreciation Rights	\$66.86	12/20/2019		M			30,513	(3)	02/22/2026	Class A Common Stock	30,513	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$82.67	12/20/2019		M			16,053	(4)	02/23/2025	Class A Common Stock	16,053	\$0.0000	0.0000	D	

Explanation of Responses:

- Shares acquired upon exercise of SAR's.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning February 21, 2017.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning February 22, 2016.
- Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning February 23, 2015.

Bancroft S. Gordon, Attorney- 12/23/2019
In-Fact

** Signature of Reporting Person 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.