

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

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| 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) <p style="text-align: center;">Chairman & CEO</p> |
| | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2003</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 | 12/10/2003 | 12/10/2003 | G | 23,536 | D | \$0 | 2,170,678 | D | |
| Class A Common Stock | 12/01/2003 | 12/01/2003 | G | 479 | A | \$0 | 140,214 | I | Spouse |
| Class A Common Stock | | | | | | | 269,878 | I | Beneficiary |
| 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 | | | | | | | 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 | | | | | | | 393,480 | I | Trustee 1 |
| Class A Common Stock | | | | | | | 444,300 | I | Trustee 17 |
| Class A Common Stock | | | | | | | 3,334,770 | I | Trustee 19 |
| Class A Common Stock | | | | | | | 392,500 | I | Trustee 2 |
| Class A Common Stock | | | | | | | 392,500 | 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 | | | | | | | 392,500 | I | Trustee 6 |
| Class A Common Stock | | | | | | | 392,500 | 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)

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

| 1. Title of Derivative Explanation (Instr. 3) Remarks | 2. Conversion of Report 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 (Month/Day/Year) | 7. Expiration Date (Month/Day/Year) | 8. Title and Amount of Securities Underlying Derivative Security (Instr. 3) | 9. Price of Derivative Security (Instr. 5) | 10. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | 11. Nature of Indirect Ownership (Instr. 4) |
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| | | | | | | | | By: Dorothy M. Ingalls, Attorney-In-Fact | | 02/02/2004 | |
| 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. 1013 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.