

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <b>SULLIVAN JAMES M</b>			2. Issuer Name and Ticker or Trading Symbol <b>MARRIOTT INTERNATIONAL INC /MD/ [ MAR ]</b>			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) <b>EVP - Development</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>02/20/2007</b>			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		
10400 FERNWOOD ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>BETHESDA MD 20817</b>								
(City) (State) (Zip)								

**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	02/20/2007		M		37,428	A	\$5.87	307,181	D	
Class A Common Stock	02/20/2007		M		37,428	A	\$5.97	344,609	D	
Class A Common Stock	02/20/2007		M		4,954	A	\$6.67	349,563	D	
Class A Common Stock	02/20/2007		S		37,428	D	\$49.66 <sup>(1)</sup>	312,135	D	
Class A Common Stock	02/20/2007		S		37,428	D	\$49.68 <sup>(2)</sup>	274,707	D	
Class A Common Stock	02/20/2007		S		4,954	D	\$49.67 <sup>(3)</sup>	269,753	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						Title
Class A Employee Stock Option (Right to buy)	\$5.87	02/20/2007		M			37,428	(4)	10/14/2008	Class A Common Stock	37,428	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$5.97	02/20/2007		M			37,428	(4)	10/14/2008	Class A Common Stock	37,428	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$6.67	02/20/2007		M			4,954	(5)	11/03/2009	Class A Common Stock	4,954	\$0	24,768	D	

**Explanation of Responses:**

1. Represents the weighted average sale price. The highest price at which shares were sold was \$49.75 and the lowest price at which shares were sold was \$49.61.
2. Represents the weighted average sale price. The highest price at which shares were sold was \$49.75 and the lowest price at which shares were sold was \$49.63.
3. Represents the weighted average sale price. The highest price at which shares were sold was \$49.72 and the lowest price at which shares were sold was \$48.75.
4. The options vested in four equal annual installments on each of the first four anniversaries of the 10/14/1993 grant date.
5. The options vest in four equal installments on each of the first four anniversaries of the November 3, 1994 grant date.

**Remarks:**

By: Ward R. Cooper, Attorney-In-Fact 02/21/2007

\*\* 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.**