

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) 12/22/2004 | |
| | 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 | 12/22/2004 | | S | | 2,900 | D | \$63.1 | 368,700 | I | Trustee 17 |
| Class A Common Stock | 12/22/2004 | | S | | 200 | D | \$63.18 | 368,500 | I | Trustee 17 |
| Class A Common Stock | 12/22/2004 | | S | | 3,300 | D | \$63.4 | 365,200 | I | Trustee 17 |
| Class A Common Stock | | | | | | | | 2,185,185 | D | |
| 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 | | | | | | | | 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 | | | | | | | | 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)

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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 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) |
|---|--|--------------------------------------|--|--------------------------------|--|--|--|--|---|--|
| Explanation of Responses: | | | | | | By: <u>Dorothy M. Ingalls,</u> <u>Attorney-In-Fact</u> | | 12/23/2004 | | |
| <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 15 U.S.C. 78ff.</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.