FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

hours per response:

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: Estimated average burden

0.5

Name and Address of Reporting Person* Marriott Stephen G (Last) (First) (Middle)					ARRIOTT IN MAR]	ITER	NA	ΓΙΟΝΑL		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X Other (specify below)					
10400 FERNWOOD ROAD					oate of Earliest Tran	isaction	(Mon	ith/Day/Year)		13D Group Owning more than 10%					
(Street) BETHESDA MD 20817			4. If	Amendment, Date	of Orig	inal Fi	iled (Month/D		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(State)	(Zip)									Person				
		Table I - N			Securities Ac	_	d, D	-			_				
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 an 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)					
Class A Commo	on Stock		08/31/203	12		S		83,700	D	\$37.6(1)	474,554	I	By 1974 Trust ⁽²⁾		
Class A Commo	on Stock										769,908	D			
Class A Commo	on Stock										725,822	I	By 1965 Trusts ⁽²⁾		
Class A Commo	on Stock										10,710,082	I	By JWM Family Enterprises, L.P. ⁽²⁾		
Class A Commo	on Stock										44,702	I	By Spouse ⁽²⁾		
Class A Commo	on Stock										9,076,188	I	By Thomas Point Ventures, L.P. ⁽²⁾		
Class A Commo	on Stock										13,220	I	Sp Trustee 1 for Trust f/b/o his child ⁽²⁾		
Class A Commo	on Stock										16,682	I	Sp Trustee 2 for Trust f/b/o his child ⁽²⁾		
Class A Commo	on Stock										13,682	I	Sp Trustee 3 for Trust f/b/o his child ⁽²⁾		
Class A Commo	on Stock										290,000	I	Sp. Trustee SGM Descendants Trust		
Class A Commo	on Stock										80,675	I	Trustee 1 of Trust f/b/o his child ⁽²⁾		
Class A Commo	on Stock										76,266	I	Trustee 2 of Trust f/b/o his child ⁽²⁾		
Class A Commo	on Stock										54,847	I	Trustee 3 of Trust f/b/o his child ⁽²⁾		

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						Cod	e V	Amount (A) (C)		Price	Reported Transaction(s) (Instr. 3 and 4)					
Class A Common Stock												2,4	45	I	1	Trustee 4 of Trust f/b/o his grandchild
Class A Common Stock												2,4	45	I	: <i>'</i>	Trustee 5 of Trust f/b/o his grandchild
Class A Common Stock												2,4	45	I		Trustee 6 or Trust f/b/o his grandchild
Class A Common Stock												85	50	I		Trustee 7 o Trust f/b/o his grandchild
		Та	ıble II - Deriva (e.g., p						posed of, convertib			y Owned				
Security or Exercis (Instr. 3) Price of	Conversion or Exercise Price of Derivative	e of ivative (Month/Day/Year) if any (Month/D		Date, Transaction Code (Instr.		5. Numb of Derivative Securities Acquired (A) or Dispose of (D) (Instr. 3, and 5)	e (Mo	Pate Exe piration onth/Day		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securiti Benefici Owned Followir Reporte Transac (Instr. 4)	ve es lially ling detion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownershi t (Instr. 4)
				Code	v	(A) (D	Dat) Exe	e ercisabl	Expiration Date	Title	Amount or Number of Shares					

Explanation of Responses:

- 1. Represents the weighted average sale price. The highest price at which shares were sold was \$37.83 and the lowest price at which shares were sold was \$37.50.
- 2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Bancroft S. Gordon, Attorney-In-Fact 09/04/2012

** 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.