

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <b>MARRIOTT RICHARD E</b>  (Last) (First) (Middle) <b>10400 FERNWOOD ROAD</b>  (Street) <b>BETHESDA MD 20817</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>MARRIOTT INTERNATIONAL INC /MD/</b> <b>[ MAR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>02/10/2005</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	02/10/2005		M		27,521	A	\$3.24	10,517,398	D	
Class A Common Stock	02/10/2005		M		17,834	A	\$5.97	10,535,232	D	
Class A Common Stock	02/10/2005		M		15,962	A	\$7.2	10,551,194	D	
Class A Common Stock	02/10/2005		M		27,521	A	\$3.19	10,578,715	D	
Class A Common Stock	02/10/2005		M		17,834	A	\$5.88	10,596,549	D	
Class A Common Stock	02/10/2005		M		15,962	A	\$7.32	10,612,511	D	
Class A Common Stock	02/10/2005		S		122,634	D	\$64.4	10,489,877	D	
Class A Common Stock								1,691,346	I	Other
Class A Common Stock								137,604	I	Spouse
Class A Common Stock								1,162,278	I	Spouse Trustee
Class A Common Stock								393,480	I	Trustee 1
Class A Common Stock								269,878	I	Trustee 17
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)**

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					

**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	Amount or Number of Shares				
Class A Employee Stock Option (Right to buy)	\$3.24	02/10/2005		M			27,521	(1)	10/12/2005	Class A Common Stock	27,521	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$3.19	02/10/2005		M			27,521	(1)	10/12/2005	Class A Common Stock	27,521	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$5.97	02/10/2005		M			17,834	(2)	10/03/2006	Class A Common Stock	17,834	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$5.88	02/10/2005		M			17,834	(2)	10/03/2006	Class A Common Stock	17,834	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$7.2	02/10/2005		M			15,962	(3)	10/20/2007	Class A Common Stock	15,962	\$0	0.00	D	
Class A Employee Stock Option (Right to buy)	\$7.32	02/10/2005		M			15,962	(3)	10/20/2007	Class A Common Stock	15,962	\$0	0.00	D	

**Explanation of Responses:**

- The options vested in four equal annual installments on each of the first four anniversaries of the 10/12/1990 grant date.
- The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991 grant date.
- The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 grant date.

**Remarks:**

By: Dorothy M. Ingalls,                      02/10/2005  
Attorney-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.

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