FORM 4

Class A Common Stock

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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13,220

16,504

16,504

19,468

19,468

10,108

279,470

595,000

496,960

5,154,896

742,223

286,119

495,559

798,940

580,915

7. Nature of Indirect

Ownership (Instr. 4)

401(k) account

GP/Partnership⁽²⁾

Sp Trustee 2⁽²⁾

Sp Trustee 3⁽²⁾

Sp Trustee 4⁽²⁾ Sp Trustee 5⁽²⁾

Sp Trustee 6⁽²⁾

Sp Trustee 7⁽²⁾

The JWM-MAR

2011 Annuity Trust

Trustee 1⁽²⁾

Trustee 19⁽²⁾

Trustee 2⁽²⁾

Trustee 3⁽²⁾

Trustee 4⁽²⁾

Trustee 5⁽²⁾

Trustee 6⁽²⁾

Trustee 7⁽²⁾

Trustee 8⁽²⁾

Spouse⁽²⁾

Section 16. Fo	x if no longer subject to orm 4 or Form 5 ay continue. <i>See</i> 1).	D		pursuant to Section or Section 30(h) of	n 16(a) (of the	Securities Exc	hange A	ct of 1934	RSHIP	OMB Number: Estimated ave hours per resp	rage burden
1. Name and Address of Reporting Person* MARRIOTT J W JR (Last) (First) (Middle)				2. Issuer Name an <u>MARRIOTT</u> [MAR]				5. Relationship of F (Check all applicab X Director X Officer (g	ole) X	10% Owner Other (specify		
(Last) 10400 FERNV	3. Date of Earliest 09/07/2012	Transac	tion (N	Month/Day/Yea	below) below) Chairman of the Board							
(Street) BETHESDA MD 20817 (City) (State) (Zip)				4. If Amendment, E	Date of C	Drigina	al Filed (Month	ı/Day/Ye	ar)		nt/Group Filing (d by One Report d by More than C	ing Person
		Table	I - Non-Deriva	tive Securities	s Acqu	uirec	l, Dispose	d of, o	r Benefic	cially 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)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indir Beneficial Ownership (Instr	
					Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Class A Comm	on Stock		09/07/2012		М		530,000	A	\$15.105	6,517,302	D	
Class A Comm	on Stock		09/07/2012		S		530,000	D	\$39.2 ⁽¹⁾	5,987,302	D	
Class A Comm	on Stock									310,022	Ι	401(k) accour
Class A Comm	on Stock									17,000	Ι	Beneficiary ⁽²⁾
Class A Comm	on Stock									9,076,188	Ι	By Ltd Partnership - TPV ⁽²⁾
Class A Comm	on Stock									10,710,082	Ι	By-Corp ⁽²⁾
Class A Comm	ion Stock									320,000	Ι	GP/Partnershi
Class A Comm	on Stock									2,243,568	Ι	Sp Trustee 1 ⁽²

477,274 725,822 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)	TADE 10 Deri Execution Date, if any (e.g. (Month/Day/Year)	8) Acquire or Disp of (D) (or Beand fictually (of securities Diacsacaurities) Derivative Security (Instr. 3 and 4)		Swfriger of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
1. Title of Derivative <u>Security</u> (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <u>(Month/Day/Year)</u>	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)	5. Number of Derivative de (instr. Securites Acquired (A) or Disposed of (D) (instr. 3, 4 and 5)		6. Date Exerc Expiration Da Month/Day/v	isable and tEXPiration tDate ear)	Amoun 7. Title and Amour of Securitles Shar Underlying Derivative Security (Instr. 3 and 4)		(Instr. 4) 8. Price of Derivative Security (Instr. 5) Beneficially Owned Following Reported	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect <u>Beneficial</u> Ownership (Instr. 4)		
											Amount or		Transaction(s) (Instr. 4)		
Stock Option (Right to buy)	\$15.105			Code M	v	(A)	(D) -530,000-	Date Exercisable	Expiration Date -02/06/2013-	1Class A -Common- Stock	Number of Shares -530,000-	\$0.0000	600,000	D	

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was \$39.35 and the lowest price at which shares were sold was \$39.15.

2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

3. The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.

Bancroft S. Gordon, Attorney-09/11/2012 In-Fact

Date

** Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.