

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

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

1. Name and Address of Reporting Person* <u>Grissen David</u> (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u> (Street) <u>BETHESDA MD 20817</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> [<u>MAR</u>]	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) <p style="text-align: center;">Group President</p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/21/2017</u>	
		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 - Restricted Stock Units	02/21/2017		A		9,684	A	\$0.0000 ⁽¹⁾	21,153	D	
Class A Common Stock	02/21/2017		A		10,919 ⁽²⁾	A	\$0.0000	64,915	D	
Class A Common Stock	02/21/2017		S		17,125	D	\$88.11 ⁽³⁾	47,790	D	
Class A Common Stock								1,834	I	By 401(k)

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
Stock Appreciation Rights	\$88.31	02/21/2017		A		28,341		(4)	02/21/2027	Class A Common Stock	28,341	\$0.0000	28,341	D	
Stock Appreciation Rights	\$25.88	02/21/2017		D		28,912		(5)	08/07/2018	Class A Common Stock	28,912	\$0.0000	0.0000	D	

Explanation of Responses:

- The Restricted Stock Units vest in three equal installments beginning on February 21, 2018 and thereafter on the anniversary of that date
- Shares acquired pursuant to exercise of Stock Appreciation Rights.
- Represents the weighted average sale price. The highest price at which shares were sold was \$88.29 and the lowest price at which shares were sold was \$88.07.
- Stock Appreciation Rights settle in Class A Common Stock and vest in three equal installments beginning on February 21, 2018 and thereafter on the anniversary of that date.
- The Stock Appreciation Rights, settled in Class A Common Stock and vesting in four equal installments beginning on the first anniversary of the August 7, 2008 grant date.

Bancroft S. Gordon, Attorney-
In-Fact 02/23/2017

** 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.