

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 12b-25

Commission File Number 1-13881

NOTIFICATION OF LATE FILING

(Check One:)  Form 10-K  Form 11-K  Form 20-F  Form 10-Q  Form N-SAR

For Period Ended: December 29, 2000  
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- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates: Inapplicable.

PART I  
REGISTRANT INFORMATION

Full name of registrant: Marriott International, Inc.  
Marriott International, Inc. Employees'  
Profit Sharing, Retirement and Savings Plan and Trust

Address of principal executive office: 10400 Fernwood Road  
City, State and Zip Code: Bethesda, Maryland 20817



(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes       No

If so: attach an explanation of the anticipated change, both narratively and quantitatively and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

ATTACHMENT: The Profit Sharing Plan was amended during the last fiscal year to include an employee stock ownership plan ("ESOP") feature. The ESOP feature of the Profit Sharing Plan acquired certain shares of preferred stock of Marriott International, Inc. in a leveraged transaction. The addition of the ESOP feature and the leveraged acquisition of the preferred stock, together with the continued and regular operations of the Profit Sharing Plan, may result in a significant change in the results from the operation of the Plan from the preceding fiscal year, as reflected by the earnings statements of the Plan. However the quantitative effect of any such change cannot be reasonably estimated, because the financial information necessary to finalize the disclosure has not been fully developed.

MARRIOTT INTERNATIONAL, INC.  
(Name of Registrant Specified in Charter)

has caused this notification to be signed by the Marriott International, Inc. Employees' Profit Sharing, Retirement and Savings Plan and Trust on its behalf thereunto duly authorized.

Date: June 27, 2001

By: \_\_\_\_\_  
Linda A. Bartlett  
Trustee