

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	
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1. Name and Address of Reporting Person* <u>Marriott David S</u> (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC</u> <u>/MD/ [MAR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning more than 10%
	3. Date of Earliest Transaction (Month/Day/Year) 10/26/2011	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 Stock	10/26/2011		G	V	3,140	D	\$0.0000	841,420	D	
Class A Common Stock	11/03/2011		G	V	3,921	D	\$0.0000	837,499	D	
Class A Common Stock	12/02/2011		G	V	846	A	\$0.0000	838,345	D	
Class A Common Stock	10/26/2011		G	V	785	A	\$0.0000	32,243	I	Trustee 1 of Trust f/b/o his child ⁽¹⁾
Class A Common Stock	10/26/2011		G	V	785	A	\$0.0000	19,875	I	Trustee 2 of Trust f/b/o his child ⁽¹⁾
Class A Common Stock	10/26/2011		G	V	785	A	\$0.0000	11,992	I	Trustee 3 of Trust f/b/o his child ⁽¹⁾
Class A Common Stock	10/26/2011		G	V	785	A	\$0.0000	4,462	I	Trustee 4 of Trust f/b/o his child ⁽¹⁾
Class A Common Stock								495,559	I	By 1965 Trusts ⁽¹⁾
Class A Common Stock								670,536	I	By 1974 Trust ⁽¹⁾
Class A Common Stock								10,710,082	I	By JWM Family Enterprises, L.P. ⁽¹⁾
Class A Common Stock								5,335	I	By Spouse ⁽¹⁾
Class A Common Stock								9,076,188	I	By Thomas Point Ventures, L.P. ⁽¹⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Deemed Execution Date, if any (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year)	5. Transaction Code (Instr. 8)	6. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	8. Title and Amount of Underlying Derivative Security (Instr. 3 and 4)	9. Price of Derivative Security (Instr. 5)	10. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	12. Nature of Indirect Beneficial Ownership (Instr. 4)
<p>1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.</p> <p>Bancroft S. Gordon, Attorney-In-Fact</p> <p>** Signature of Reporting Person _____ Date <u>02/14/2012</u></p> <p>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.</p>											

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