FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

П	OWB / WITH	J V/ (L
	OMB Number:	3235-028
	Estimated average burd	len

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*  Ryan Edward A  (Last) (First) (Middle)  10400 FERNWOOD ROAD						Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/     [ MAR ]      Date of Earliest Transaction (Month/Day/Year) 08/06/2010									5. Relationship of Reporting Person(s) to (Check all applicable)  Director 10%  X Officer (give title below) below  EVP & Gen. Counsel					
(Street) BETHESDA MD 20817 (City) (State) (Zip)							4. If Amendment, Date of Original Filed (Month/Day/Year)								Individual or Joint/Group Filing (Check Applicable ine)  X 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  3.																			
1. Title of Security (Instr. 3)  2. Transacti Date (Month/Day						Execution Date,		xecution Date, any		Transaction Dispose Code (Instr.		s Acquired Of (D) (Instr		and 5) Securiti Benefic		es ally Following	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	,	Transaci (Instr. 3	tion(s)			(111501.4)					
Class A Common Stock 08/06/20					/2010	010			M		11,000	A	\$22	.8675	57	7,915		D		
Class A C	Class A Common Stock 08/06/20					010		S		11,000	D	\$34	34.68 <sup>(1)</sup>		46,915		D			
		7	Table II								oosed of, convertil			-	wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deem Executio if any (Month/D	n Date,		ansaction ode (Instr.		n of		Exerc on Da Day/Y		of Securities			Price of Derivative Security Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly C	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisa	able	Expiration Date	Title	Amo or Num of Shar	ber						
Stock Option (Right to	\$22.8675	08/06/2010			М			11,000	(2)		02/01/2011	Class A Common Stock	11,0	000	\$34.68	11,000	)	D		

## **Explanation of Responses:**

- 1. Represents the weighted average sale price. The highest price at which shares were sold was \$34.6817 and the lowest price at which shares were sold was \$34.67.
- 2. The options vest in four equal installments on each of the first four anniversaries of the February 1, 2001 grant date.

## Remarks:

Bancroft S. Gordon, Attorney-

08/10/2010

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.

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.