FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

STATEMENT OF CH	HANGES IN BENEFICIA	L OWNERSHIP

OMB APPROVAL

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1. Name and Address of Reporting Person* MARRIOTT J W JR				1	2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner						
(Last)	•	irst)	(Midd	lle)		3. Date of Earliest Transaction (Month/Day/Year)								- 2	Officer (g below)	below)	,			
10400 FERNWOOD ROAD						01/08/2007										Chairman & (<u></u>			
(Street)						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. In Line		int/Group Filing	(Check Appli	icable		
BETHESDA MD 20817															X Form filed by One Reporting Person Form filed by More than One Reporting					
(City)	(S	state)	(Zip)												Person	ed by More than	One Report	ng		
		Та	ble I	- Non-De	rivati	ive Se	curit	ies Ac	quire	d, Dis	posed	of, o	r Benef	icially	y Owned					
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/	·	2A. Deemed Execution Date, if any (Month/Day/Year)		Cod	Transaction Code (Instr.		4. Securities Ac Disposed Of (D) 5)		I (A) or . 3, 4 and	Seci Ben Owr	mount of urities eficially led Following orted	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature o Beneficial Ownership				
								Cod	de V	Amo	unt	(A) or (D)	Price	Tran	saction(s) tr. 3 and 4)					
Class A C	Common St	ock		01/08/20	007			N	1	49	5,364	A	\$12.21	. 5	,083,588	D				
Class A C	Common St	ock												10	0,827,960	I	By-Corp	(1)		
Class A C	Common St	ock													320,000	I	GP/Partr	nership ⁽¹⁾		
Class A C	Common St	ock												2	,412,568	I ⁽¹⁾	Sp Trust	ee 1		
Class A C	Common St	ock													265,756	I	Benefici	ary ⁽¹⁾		
Class A C	Common St	ock													15,404	I	Sp Trust	ee 2 ⁽¹⁾		
Class A C	Common St	ock													16,504	I	Sp Trust	ee 3 ⁽¹⁾		
Class A C	Common St	ock													16,504	I	Sp Trust	ee 4 ⁽¹⁾		
Class A C	Common St	ock													19,468	I	Sp Trust	ee 5 ⁽¹⁾		
Class A C	Common St	ock													19,468	I	Sp Trusto	ee 6 ⁽¹⁾		
Class A C	Common St	ock													10,108	I	Sp Truste	ee 7 ⁽¹⁾		
Class A C	Common St	ock													279,470	I	Spouse ⁽¹⁾)		
Class A C	s A Common Stock												770,960	I	Trustee 1	[(1)				
Class A C	Common St	ock												6	,060,764	I	Trustee 1	L9 ⁽¹⁾		
Class A C	Common St	ock													785,000	I	Trustee 2	2(1)		
Class A (Common St	ock												13	3,200,000	I	By Ltd Partnersh TPV ⁽¹⁾	nip -		
Class A C	Common St	ock													588,766	I	Trustee 3	3(1)		
Class A C	Common St	ock													786,960	I	Trustee 4	1 (1)		
Class A C	Common St	ock													798,940	I	Trustee 5	(1)		
Class A C	Common St	ock													696,508	I	Trustee 6	5(1)		
Class A C	Common St	ock													735,000	I	Trustee 7	7(1)		
Class A Common Stock												787,220	I	Trustee 8	3(1)					
			Tab	le II - Deri											Owned	,				
Derivative Conversion Date Ex Security or Exercise (Month/Day/Year) if a		Exec if any	a. Deemed 4. Eccution Date, Train		nsaction de (Instr. Acquirec or Dispo of (D) (In 3, 4 and		mber of ative rities ired (A) sposed (Instr.	r of Expiration (Month/E) ed etr.		xercisable and		7. Title and Amo of Securities Underlying Derivative Secur (Instr. 3 and 4)		Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code	v	(A)	(D)	Date Exercis		Expiratioı Date	n Title	Nu	mber Shares							

	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)		Deri Sec Acq or D of (I	umber of vative urities uired (A) isposed D) (Instr. 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	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	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Class A Employee Stock Option (Right to buy)	\$12.21	01/08/2007		М			495,364	(2)	02/06/2007	Class A Common Stock	495,364	\$0	0.00	D	

Explanation of Responses:

- 1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- 2. The options vest in four equal installments on each of the first four anniversaries of the February 6, 1997 grant date.

By: Ward R. Cooper, Attorney-In-Fact 01/10/2007

** 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.