

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>MARRIOTT J W JR</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 /MD/</u> [ MAR ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 01/08/2007	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	01/08/2007		M		495,364	A	\$12.21	5,083,588	D	
Class A Common Stock								10,827,960	I	By-Corp <sup>(1)</sup>
Class A Common Stock								320,000	I	GP/Partnership <sup>(1)</sup>
Class A Common Stock								2,412,568	I <sup>(1)</sup>	Sp Trustee 1
Class A Common Stock								265,756	I	Beneficiary <sup>(1)</sup>
Class A Common Stock								15,404	I	Sp Trustee 2 <sup>(1)</sup>
Class A Common Stock								16,504	I	Sp Trustee 3 <sup>(1)</sup>
Class A Common Stock								16,504	I	Sp Trustee 4 <sup>(1)</sup>
Class A Common Stock								19,468	I	Sp Trustee 5 <sup>(1)</sup>
Class A Common Stock								19,468	I	Sp Trustee 6 <sup>(1)</sup>
Class A Common Stock								10,108	I	Sp Trustee 7 <sup>(1)</sup>
Class A Common Stock								279,470	I	Spouse <sup>(1)</sup>
Class A Common Stock								770,960	I	Trustee 1 <sup>(1)</sup>
Class A Common Stock								6,060,764	I	Trustee 19 <sup>(1)</sup>
Class A Common Stock								785,000	I	Trustee 2 <sup>(1)</sup>
Class A Common Stock								13,200,000	I	By Ltd Partnership - TPV <sup>(1)</sup>
Class A Common Stock								588,766	I	Trustee 3 <sup>(1)</sup>
Class A Common Stock								786,960	I	Trustee 4 <sup>(1)</sup>
Class A Common Stock								798,940	I	Trustee 5 <sup>(1)</sup>
Class A Common Stock								696,508	I	Trustee 6 <sup>(1)</sup>
Class A Common Stock								735,000	I	Trustee 7 <sup>(1)</sup>
Class A Common Stock								787,220	I	Trustee 8 <sup>(1)</sup>

**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					

