SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See nstruction 1(b).
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPR	OVAL
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1. Name and Address of Reporting Person [*] <u>SMALL LAWRENCE M</u>				ier Name and Ticke RRIOTT INT	0	,	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SWALL LA	WRENCE IV	1)/ [MAR]			X	Director	10% 0	Dwner		
(Last) 10400 FERNW	(First) OOD ROAD	(Middle)	3. Dat	e of Earliest Transa 0/2013	action (Month/	Day/Year)		Officer (give title below)	Other below	(specify)		
(Street) BETHESDA MD 20817 (City) (State) (Zip)		4. If Ai	4. If Amendment, Date of Original Filed (Month/Day/Year)				6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
		Table I - No	n-Derivative S	Securities Acq	uired, Dis	oosed of, or Benefi	cially	Owned				
1. Title of Security (Instr. 3) 2. Transac			2. Transaction	2A. Deemed	3.	4. Securities Acquired (A)	or	5. Amount of	6. Ownership	7. Nature		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of			Securities Beneficially	Form: Direct	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Class A Common Stock	03/19/2013		G	v	990	D	\$0.0000	36,690	D	
Class A Common Stock								9,907	I	Daughter

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., pi	uts, calls,	warrants,	options,	convertib	le 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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		Amount of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form:	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Bancroft S. Gordon, Attorney-03/27/2013 In-Fact

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast 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.