SEC Form 4

FORM 4

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

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 APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person[*] **Marriott David S** (Last)　(First)　(Middle) **10400 FERNWOOD ROAD** (Street) **BETHESDA　MD　20817** (City)　(State)　(Zip)	2. Issuer Name **and** Ticker or Trading Symbol **MARRIOTT INTERNATIONAL INC /MD/** [MAR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner ___ Officer (give title below) __X__ Other (specify below) **13D Group Owning more than 10%**
	3. Date of Earliest Transaction (Month/Day/Year) 03/19/2012	
	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 - 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	03/19/2012		S		25,000	D	$38.15[1]	818,594	D	
Class A Common Stock								495,559	I	By 1965 Trusts[2]
Class A Common Stock								670,536	I	By 1974 Trust[2]
Class A Common Stock								10,710,082	I	By JWM Family Enterprises, L.P.[2]
Class A Common Stock								5,335	I	By Spouse[2]
Class A Common Stock								9,076,188	I	By Thomas Point Ventures, L.P.[2]
Class A Common Stock								32,243	I	Trustee 1 of Trust f/b/o his child[2]
Class A Common Stock								19,875	I	Trustee 2 of Trust f/b/o his child[2]
Class A Common Stock								11,992	I	Trustee 3 of Trust f/b/o his child[2]
Class A Common Stock								4,462	I	Trustee 4 of Trust f/b/o his child

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)

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was $38.25 and the lowest price at which shares were sold was $38.05.

2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Bancroft S. Gordon, Attorney-In-Fact

** Signature of Reporting Person

03/20/2012

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.