

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

| OMB APPROVAL                                 |           |
|--|-----------|
| OMB Number:                                  | 3235-0362 |
| Estimated average burden hours per response: | 1.0       |

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|--|---|--|
| 1. Name and Address of Reporting Person*<br><u>Marriott David S</u><br><br>(Last) (First) (Middle)<br><u>10400 FERNWOOD ROAD</u><br><br>(Street)<br><u>BETHESDA MD 20817</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>MARRIOTT INTERNATIONAL INC</u><br><u>/MD/ [ MAR ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br><b>13D Group Owning more than 10%</b> |
|  | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)<br><u>12/28/2012</u>                       |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person  |
|  | (Empty)   |  |

**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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|----------|--|--|---|
|                                 |                                      |  |                                | Amount  | (A) or (D) | Price    |  |  |   |
| Class A Common Stock            | 11/27/2012                           |  | G                              | 2,900   | D          | \$0.0000 | 815,694  | D  |   |
| Class A Common Stock            | 11/27/2012                           |  | G                              | 725   | A          | \$0.0000 | 32,968   | I  | Trustee 1 of Trust f/b/o his child <sup>(1)</sup>     |
| Class A Common Stock            | 11/27/2012                           |  | G                              | 725   | A          | \$0.0000 | 20,600   | I  | Trustee 2 of Trust f/b/o his child <sup>(1)</sup>     |
| Class A Common Stock            | 11/27/2012                           |  | G                              | 725   | A          | \$0.0000 | 12,717   | I  | Trustee 3 of Trust f/b/o his child <sup>(1)</sup>     |
| Class A Common Stock            | 11/27/2012                           |  | G                              | 725   | A          | \$0.0000 | 5,187  | I  | Trustee 4 of Trust f/b/o his child                    |
| Class A Common Stock            |                                      |  |                                |   |            |          | 495,559  | I  | By 1965 Trusts <sup>(1)</sup>                         |
| Class A Common Stock            |                                      |  |                                |   |            |          | 670,536  | I  | By 1974 Trust <sup>(1)</sup>                          |
| Class A Common Stock            |                                      |  |                                |   |            |          | 10,710,082   | I  | By JWM Family Enterprises, L.P. <sup>(1)</sup>        |
| Class A Common Stock            |                                      |  |                                |   |            |          | 15,418   | I  | By Spouse <sup>(1)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |            |          | 9,076,188  | I  | By Thomas Point Ventures, L.P. <sup>(1)</sup>         |
| Class A Common Stock            |                                      |  |                                |   |            |          | 75,000   | I  | JWM III Generations Trusts                            |
| Class A Common Stock            |                                      |  |                                |   |            |          | 240,000  | I  | Sp Trustee 11   |
| Class A Common Stock            |                                      |  |                                |   |            |          | 142,565  | I  | Sp Trustee DSM Descendants Trust                      |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible 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) | 4. Deemed Execution Date, if any (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of 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) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|---|--------------------------------|--|--|---|---|---|--|
| <b>Explanation of Responses:</b><br>1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. |  |                                      |   |                                |  |  |   |   |   |  |
|   |  |                                      |   | (A) (D)                        | Date Exercisable   | Expiration Date  | <u>Bancroft S. Gordon, Attorney-In-Fact</u> |   |   | <u>01/02/2013</u>                                      |

\*\* 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.**