

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

**ANNUAL 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).
- 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

1. Name and Address of Reporting Person* <u>Marriott Stephen G</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</u> <u>/MD/ [ MAR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning more than 10%
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 01/02/2010	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 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	11/13/2009		G	9,925	D	\$0	931,249	D	
Class A Common Stock	11/16/2009		G	7,632	D	\$0	923,617	D	
Class A Common Stock	12/03/2009		G	694	D	\$0	923,928	D	
Class A Common Stock	12/17/2009		G	2,775	D	\$0	931,679 <sup>(1)</sup>	D	
Class A Common Stock	11/12/2009		G	925	A	\$0	82,972	I	Trustee 1 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/13/2009		G	925	A	\$0	83,897	I	Trustee 1 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/16/2009		G	925	A	\$0	85,740	I	Trustee 1 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/17/2009		G	925	A	\$0	86,665 <sup>(1)</sup>	I	Trustee 1 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/12/2009		G	925	A	\$0	71,192	I	Trustee 2 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/13/2009		G	925	A	\$0	72,117	I	Trustee 2 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/16/2009		G	925	A	\$0	73,821	I	Trustee 2 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/17/2009		G	925	A	\$0	74,746 <sup>(1)</sup>	I	Trustee 2 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/12/2009		G	925	A	\$0	61,876	I	Trustee 3 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/13/2009		G	925	A	\$0	62,801	I	Trustee 3 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	11/16/2009		G	925	A	\$0	64,402	I	Trustee 3 of Trust f/b/o his child <sup>(2)</sup>

**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	11/17/2009		G	925	A	\$0	65,327 <sup>(1)</sup>	I	Trustee 3 of Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock	12/17/2009		G	925	A	\$0	925	I	Trustee 4 of Trust f/b/o his grandchild
Class A Common Stock	12/17/2009		G	925	A	\$0	925	I	Trustee 5 of Trust f/b/o his grandchild
Class A Common Stock	12/17/2009		G	925	A	\$0	925	I	Trustee 6 of Trust f/b/o his grandchild
Class A Common Stock							3,175	I	401(k) account
Class A Common Stock							787,220	I	By 1965 Trusts <sup>(2)</sup>
Class A Common Stock							552,220	I	By 1974 Trust <sup>(2)</sup>
Class A Common Stock							10,710,082	I	By JWM Family Enterprises, L.P. <sup>(2)</sup>
Class A Common Stock							43,230	I	By Spouse <sup>(2)</sup>
Class A Common Stock							11,076,188	I	By Thomas Point Ventures, L.P. <sup>(2)</sup>
Class A Common Stock							15,404	I	Sp Trustee 1 for Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock							16,504	I	Sp Trustee 2 for Trust f/b/o his child <sup>(2)</sup>
Class A Common Stock							16,504	I	Sp Trustee 3 for Trust f/b/o his child <sup>(2)</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)
					(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Includes shares acquired from Stock Dividends since previous Form 4 filing.
- The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

**Remarks:**

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.**