

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>Oberg Kathleen K.</u> (Last) (First) (Middle) 7750 WISCONSIN AVENUE (Street) BETHESDA MD 20814 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> <u>[MAR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP & CFO
	3. Date of Earliest Transaction (Month/Day/Year) 02/20/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Rule 10b5-1(c) Transaction Indication

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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	02/20/2024		A		33,993	A	\$242.96	75,029	D	
Class A Common Stock	02/20/2024		A		30,801	A	\$242.94	105,830	D	
Class A Common Stock	02/20/2024		A		25,671	A	\$242.82	131,501	D	
Class A Common Stock	02/20/2024		A		18,957	A	\$242.63	150,458	D	
Class A Common Stock	02/20/2024		F ⁽¹⁾		14,793	D	\$242.63	135,665	D	
Class A Common Stock	02/20/2024		F ⁽²⁾		19,220	D	\$242.82	116,445	D	
Class A Common Stock	02/20/2024		S		21,000	D	\$242.68 ⁽³⁾	95,445	D	
Class A Common Stock	02/20/2024		F ⁽⁴⁾		24,189	D	\$242.94	71,256	D	
Class A Common Stock	02/20/2024		F ⁽⁵⁾		25,111	D	\$242.96	46,145	D	
Class A Common Stock	02/20/2024		S		26,109	D	\$242.74 ⁽⁶⁾	20,036	D	
Class A Common - Restricted Stock Units								30,762	D	
Class A Common Stock								127.845	I	401(k) account
Class A Common Stock								3,364	I	Jointly with spouse

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						Title
Stock Appreciation Rights	\$139.54	02/20/2024		M			18,957	(7)	02/20/2028	Class A Common Stock	18,957	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$142.05	02/20/2024		M			30,801	(8)	02/22/2031	Class A Common Stock	30,801	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$120.16	02/20/2024		M			33,993	(9)	03/02/2030	Class A Common Stock	33,993	\$0.0000	0.0000	D	
Stock Appreciation Rights	\$124.79	02/20/2024		M			25,671	(10)	03/05/2029	Class A Common Stock	25,671	\$0.0000	0.0000	D	

Explanation of Responses:

1. The reporting person received a net of 4,164 shares of common stock upon the exercise of 18,957 stock appreciation rights ("SARs"). A total of 14,793 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.

2. The reporting person received a net of 6,451 shares of common stock upon the exercise of 19,220 stock appreciation rights ("SARs"). A total of 25,671 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
3. Represents the weighted average sale price. The highest price at which shares were sold was \$242.93 and the lowest price at which shares were sold was \$242.56.
4. The reporting person received a net of 6,612 shares of common stock upon the exercise of 30,801 stock appreciation rights ("SARs"). A total of 24,189 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
5. The reporting person received a net of 8,882 shares of common stock upon the exercise of 33,993 stock appreciation rights ("SARs"). A total of 25,111 shares of common stock underlying such SARs were withheld in payment of the exercise price and to satisfy the withholding tax obligation resulting from the exercise.
6. Represents the weighted average sale price. The highest price at which shares were sold was \$243.09 and the lowest price at which shares were sold was \$242.63.
7. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the February 20, 2018 grant date.
8. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the February 22, 2021 grant date.
9. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the March 2, 2020 grant date.
10. Stock Appreciation Rights, settled in Class A Common Stock and vesting in three equal annual installments beginning on the first anniversary of the March 5, 2019 grant date.

Andrew P.C. Wright, Attorney-
in-Fact 02/22/2024

** 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.

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