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 Instruction 1(b).
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Class A Common Stock

Class A Common Stock

Class A Common Stock

Class A Common Stock

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	OVAL
OMB Number:	3235-0287
Estimated average bu	rden

nours per response: 0).5
Estimated average burden	

JWM III

Generations Trusts JWM III

JWM Gen Trust JWM

Insurance Trust SBM JWM

Gen Trust

Ι

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Ι

I

75,000

60,000

251,000

20,000

Instruction 1(b).		Filed		suant to Section 16					f 1934					
[+			Section 30(h) of the				of 1940			alationabia of D	arting Down and A	to loover	
1. Name and Address of	1 0			ssuer Name and T				INC			Relationship of Repo eck all applicable)	orung Person(s)	to Issuer	
<u>Marriott David S</u>	MARRIOTT INTERNATIONAL INC /MD/ [MAR]								Director 10% Owner					
(Last) (Eir	st) (Middl		⊢						Officer (give ti below)		ther (specify elow)			
(Last) (Fir 10400 FERNWOOD		Date of Earliest Tra /15/2019	nsactior	n (Mor	nth/Day/Year)			13D Group O	wning more t	han 10%				
,			4.1	f Amendment, Date	e of Orig	inal F	iled (Month/D		6. Individual or Joint/Group Filing (Check Applicable					
(Street) BETHESDA MI	7								Line	,	One Reporting	Person		
,	D 2081								Form filed by More than One Reporting					
(City) (Sta	ate) (Zip)									Person				
	Table I -	Non-Deriva	ativ	e Securities A	cquire	ed, C	Disposed o	of, or B	enefic	cial	ly Owned			
1. Title of Security (Insti	r. 3)	2. Transactio Date (Month/Day/Y		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)					15)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
				Code	v	Amount	(A) or (D)	Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Class A Common - Po Units	02/15/2019			A		6,105 ⁽¹⁾	A	\$0.00	00	6,105	D			
Class A Common - Performance Share Units		02/15/2019			F		2,062 ⁽²⁾	D	\$120.2		4,043	D		
Class A Common - R	estricted Stock Units	02/15/20	19		F		2,862 ⁽³⁾	D	\$120	.2	8,957	D		
Class A Common Sto	ock										637,662 ⁽⁴⁾	D		
Class A Common Sto	ock										20,000	I	AES JWM Gen Trust	
Class A Common Sto	ock										15,418	I	By Spouse ⁽⁵⁾	
Class A Common Stock											221,678	I	By Trust for Steven Garff Marriott's Descendants	
Class A Common Sto	ock										60,000	I	DMH JWM Gen Trust	
Class A Common Sto	ock										60,000	I	DSM JWM Gen Trust	
Class A Common Stock											457,996	I	JBM Marital Trust	
Class A Common Sto	ock										20,000	I	JRJ JWM Gen Trust	
Class A Common Sto	ock										24,227,118	I	JWM Family Enterprises	

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 Disposed Of			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Class A Common Stock								34,123	Ι	Trustee 1 of Trust f/b/o his child ⁽⁵⁾	
Class A Common Stock								21,755	I	Trustee 2 of Trust f/b/o his child ⁽⁵⁾	
Class A Common Stock								13,872	I	Trustee 3 of Trust f/b/o his child ⁽⁵⁾	
Class A Common Stock								6,342	I	Trustee 4 of Trust f/b/o his child	
Class A Common Stock								11,000	I	Trustee 5 SBM1	
Class A Common Stock								53,622	I	Trustee 6 SBM2	
Class A Common Stock								142,565	I	Trustee DSM Descendant	

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. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				7. Title Amour Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	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	Amount or Number of Shares				

Explanation of Responses:

1. Shares acquired upon vesting PSU's.

2. Shares withheld by the Company to cover taxes associated with vesting PSU's.

3. Shares withheld by the Company to cover taxes associated with vesting RSU's.

Bancroft S. Gordon, Attorney-02/21/2019

In-Fact

** 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.

4. Includes shares acquired from Stock Dividends since previous Form 4 filing.

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