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).

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 APPRO	VAL
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		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(City)	(State)	(Zip)		Form filed by More than One Reporting Person									
(Street) BETHESDA	MD	20817	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									
(Last) 10400 FERNW	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2012	13D Group Owning more than 10%									
1. Name and Addre Marriott Step	•		2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> [MAR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title X Other (specify below)									

			•	,	•	,					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)		4. Securities Disposed Of	Acquirec (D) (Instr	1 (A) or 7. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(instr. 4)	
Class A Common Stock	02/23/2012		М		20,100	A	\$15.105	780,008	D		
Class A Common Stock	02/23/2012		М		14,880	A	\$14.11	794,888	D		
Class A Common Stock	02/23/2012		М		4,624	A	\$15.52	799,512	D		
Class A Common Stock	02/23/2012		М		4,624	A	\$15.27	804,136	D		
Class A Common Stock	02/23/2012		S		4,624	D	\$34.25	799,512	D		
Class A Common Stock	02/23/2012		S		4,624	D	\$34.25	794,888	D		
Class A Common Stock	02/23/2012		S		14,880	D	\$34.23(1)	780,008	D		
Class A Common Stock	02/23/2012		S		20,100	D	\$34.19	759,908	D		
Class A Common Stock								795,822	I	By 1965 Trusts ⁽²⁾	
Class A Common Stock								558,254	I	By 1974 Trust ⁽²⁾	
Class A Common Stock								10,710,082	I	By JWM Family Enterprises L.P. ⁽²⁾	
Class A Common Stock								44,702	I	By Spouse	
Class A Common Stock								9,076,188	I	By Thomas Point Ventures, L.P. ⁽²⁾	
Class A Common Stock								290,000	I	SGM Descendan Trust	
Class A Common Stock								13,220	I	Sp Trustee for Trust f/b/o his child ⁽²⁾	
Class A Common Stock								16,682	I	Sp Trustee for Trust f/b/o his child ⁽²⁾	
Class A Common Stock								16,682	I	Sp Trustee for Trust f/b/o his child ⁽²⁾	

1. Title of		2. Transac Date (Month/Da	2A. Deemed Execution Date, if any			3. Transa Code (5. Amount of Securities Beneficially		6. Ownership Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial												
					,, icui)		nth/Day/Year)		8)	v	Amount	(A) or Price		Owned Following Reported Transaction(s)				Owne (Instr.	rship								
Class A (Code	v	Amount	(D)	Price	(Instr. 3 and 4) 80,675		I		Trustee 1 Trust f/b/ his child ⁽⁾												
Class A Common Stock												76,26	6	I		Trust	tee 2 c t f/b/o hild ⁽²⁾										
Class A (Common St	ock											66,847		I	I Trus		tee 3 d t f/b/o hild ⁽²⁾									
Class A Common Stock												2,445		I Tru his		Trust his	tee 4 o t f/b/o dchild										
Class A Common Stock													2,445 I			Trustee 5 o Trust f/b/o his grandchild											
Class A Common Stock											2,445		I Tr his		Trust Trust his grand												
Class A Common Stock												850		I		Trustee 7 o Trust f/b/o his grandchild											
			Table								sposed of			Owned		,											
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	if any		4. Transa Code (action	5. N of Deri Sec Acq (A) Disp of (I	umber vative urities uired	ts, options, conv 6. Date Exercisable a Expiration Date (Month/Day/Year)			rcisable and 7. Title and Amount of Securities			deriva Secur Benef Owne Follov Repor	urities Form eficially Direc led or Inc owing (I) (In orted isaction(s)		nership m: of In Ben ect (D) ndirect Instr. 4)									
					Code	v	(A)	(D)	Date	cisable	Expiration Date	Title	Amount or Number of Shares														
Stock Option (Right to buy)	\$15.105	02/23/2012			М			20,100) (3)		02/06/2013	Class A Commo Stock	n 20,100	\$0.0000	0.0000		0 D										
Stock Option (Right to buy)	\$14.11	02/23/2012			М			14,880	(4)		05/11/2013	Class A Commo Stock	n 14,880	\$0.0000	0.	.0000	D										
Stock Option (Right to buy)	\$15.52	02/23/2012			М			4,624	11/06/2001		11/06/2001		11/06/2001		11/06/2001		11/06/2001		11/06/2012	Class A Commo Stock	n 4,624	\$0.0000	0.	.0000	D		
Stock Option (Right to	\$15.27	02/23/2012			м			4,624	11/0	6/2001	11/06/2012	Class A Commo		\$0.0000	0.	0000 D											

Explanation of Responses:

(Right to

buy)

1. Represents the weighted average sale price. The highest price at which shares were sold was \$34.24 and the lowest price at which shares were sold was \$34.22.

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

3. The stock options vest and become exercisable in four equal installments of the 2/6/2003 grant date.

4. The stock options vest and become exercisable in four equal installments of the 11/5/1998 grant date.

Bancroft S. Gordon, Attorney-

Stock

In-Fact

02/24/2012

** 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.