

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).

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 APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 /MD/</u> [MAR]	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. Date of Earliest Transaction (Month/Day/Year) 02/23/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/23/2012		M		20,100	A	\$15.105	780,008	D	
Class A Common Stock	02/23/2012		M		14,880	A	\$14.11	794,888	D	
Class A Common Stock	02/23/2012		M		4,624	A	\$15.52	799,512	D	
Class A Common Stock	02/23/2012		M		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 ⁽²⁾
Class A Common Stock								9,076,188	I	By Thomas Point Ventures, L.P. ⁽²⁾
Class A Common Stock								290,000	I	SGM Descendants Trust
Class A Common Stock								13,220	I	Sp Trustee 1 for Trust f/b/o his child ⁽²⁾
Class A Common Stock								16,682	I	Sp Trustee 2 for Trust f/b/o his child ⁽²⁾
Class A Common Stock								16,682	I	Sp Trustee 3 for Trust f/b/o his child ⁽²⁾

