

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 | |
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| 1. Name and Address of Reporting Person* MARRIOTT J W JR (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman of the Board |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/03/2012 | |
| | 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 <input type="checkbox"/> 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 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 | 12/03/2012 | | S | | 24,012 | D | \$36.59 ⁽¹⁾ | 353,262 | I | Trustee 7 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 6,315,302 | D | |
| Class A Common Stock | | | | | | | | 311,007 | I | 401(k) account |
| Class A Common Stock | | | | | | | | 17,000 | I | Beneficiary ⁽²⁾ |
| Class A Common Stock | | | | | | | | 9,076,188 | I | By Ltd Partnership - TPV ⁽²⁾ |
| Class A Common Stock | | | | | | | | 10,710,082 | I | By-Corp ⁽²⁾ |
| Class A Common Stock | | | | | | | | 320,000 | I | GP/Partnership ⁽²⁾ |
| Class A Common Stock | | | | | | | | 2,243,568 | I | Sp Trustee 1 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 13,220 | I | Sp Trustee 2 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 3 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 4 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 19,468 | I | Sp Trustee 5 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 19,468 | I | Sp Trustee 6 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 10,108 | I | Sp Trustee 7 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 279,470 | I | Spouse ⁽²⁾ |
| Class A Common Stock | | | | | | | | 595,000 | I | The JWM-MAR 2011 Annuity Trust |
| Class A Common Stock | | | | | | | | 496,960 | I | Trustee 1 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 5,154,896 | I | Trustee 19 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 669,073 | I | Trustee 2 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 194,119 | I | Trustee 3 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 495,559 | I | Trustee 4 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 758,940 | I | Trustee 5 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 580,915 | I | Trustee 6 ⁽²⁾ |
| Class A Common Stock | | | | | | | | 725,822 | I | Trustee 8 ⁽²⁾ |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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 Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 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) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------|----------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| Explanation of Responses: 1. Represents the weighted average sale price. The highest price at which shares were sold was \$36.67 and the lowest price at which shares were sold was \$36.55. 2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. | | | | | | | | | | | | |
| | | | | V | (A) | | | <u>Bancroft S. Gordon, Attorney-in-Fact</u> | | | | |
| | | | | | | | | <u>12/05/2012</u> | | | | |
| | | | | | | | | <u>12/05/2012</u> | | | | |

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.