

Marriott International, Inc.

Stock Dividend General Information

The following is intended as general information on the three stock dividends announced by Marriott International in 2009.

- On Nov 5, 2009 Marriott International announced that its board of directors had declared the issuance of a stock dividend of a 0.00341 share of common stock for each outstanding share of common stock of the company, payable on Dec. 3, 2009 to shareholders of record on Nov. 19, 2009. The dividend was based on a share price of \$25.65, which was the average of the high and low share price on November 4, 2009. Unlike the two previous stock dividends, fractional shares were issued in connection with the dividend. Click [here](#) for the press release.
- On Aug 06, 2009 Marriott International announced that its board of directors had declared the issuance of a stock dividend of a 0.00379 share of common stock for each outstanding share of common stock of the company, payable on September 3, 2009 to shareholders of record on August 20, 2009. In lieu of fractional shares, cash was distributed to each shareholder who would otherwise have been entitled to receive a fractional share, based on a share price of \$23.10, which was the average of the high and low share price on August 5, 2009. Click [here](#) for the press release.
- On May 1, 2009 Marriott International announced that its board of directors had declared the issuance of a stock dividend of a 0.00369 share of common stock for each outstanding share of common stock of the company, payable on July 30, 2009 to shareholders of record on June 25, 2009. In lieu of fractional shares, cash was distributed to each shareholder who would otherwise have been entitled to receive a fractional share, based on a share price of \$23.68, which was the average of the high and low share price on April 30, 2009. Click [here](#) for the press release.

Frequently Asked Questions:

1. Why are you doing this?

Economic conditions in the U.S. and around the globe are difficult. Weak business travel continues to depress our operating results. While we continue to be confident and excited about our long term growth opportunities, we need to ensure our strength in the short term as well. We continue to respond aggressively to the economic climate, reducing costs and lowering investment spending throughout the company, taking decisive measures today to protect our financial position.

Similar to our other actions, we believe a stock dividend is prudent and will enable us to conserve cash while still offering our shareholders significant upside over time.

2. What happened to the cash dividend?

The stock dividend is in lieu of the cash dividend.

3. Is this permanent? How long will you offer a stock dividend?

The decision for any dividend, cash or stock, is decided on a quarterly basis by Marriott's Board of Directors. At this time no decision has been made by our Board regarding future dividends. The Board won't comment on specific future dividend practices and will revisit the issue when the economy achieves some level of normalcy.

4. Is the dividend taxable?

Generally, a pure stock dividend is treated as a tax-free event by recipients for federal income tax purposes. The cash payment received for any fractional shares should be taxed as ordinary income. Shareholders will receive a Form 1099-DIV at the end of the year for any fractional share payment.

5. How do I figure out my new tax basis?

Your original basis will be spread ratably over the sum of your original shares and the shares that you receive as a result of the stock dividend. As an example and absent unique circumstances, if you owned 10,000 shares of Marriott International stock that had a basis of \$10 per share and you received 250 shares of stock as a dividend, your new per-share basis would be adjusted as below:

| | <u>Shares</u> | <u>Basis</u> | <u>Basis per share</u> |
|----------------------|---------------|------------------|------------------------|
| <i>Pre-dividend</i> | <i>10,000</i> | <i>\$100,000</i> | <i>\$10.00</i> |
| <i>Post-dividend</i> | <i>10,250</i> | <i>\$100,000</i> | <i>\$9.78</i> |

As always, we suggest you contact your tax professional for assistance in determining the taxability of the dividend and your tax basis.

6. What do I need to do to receive my stock dividend?

Shareholders will not be required to take any action in order to receive the stock dividend. After the payment date, shareholders' book entry accounts will be credited with the additional shares representing the stock dividend. Where shares are held in a brokerage account in the name of a broker, the additional shares will be distributed to the broker on the shareholder's behalf. The stock dividend is administered by BNY Mellon Shareowner Services, the company's transfer agent.

7. How many shares will I receive?

For the stock dividend announced on May 1 and Aug 6, as an example, if you owned 10,000 shares of Marriott International stock on the record date of June 25, 2009, and the stock dividend was 0.00369 shares for each outstanding share of stock you owned, you would receive $(0.00369 \times 10,000 = 36.9)$ 36 shares of stock and .9 of a share $(.9 \times 23.68 = \$21.31)$ paid out in

cash. The stock dividend announced on Nov 5 was entirely a stock dividend and did not pay out fractional amounts in cash.

8. What if I hold the certificates for my shares?

If you currently hold your stock certificates and you wish to receive a certificate for the shares you receive from the stock dividend you will need to contact Marriott's Transfer Agent, BNY Mellon Shareowner Services, at 1-800-311-4816. If you have an online account with BNY Mellon you may also make this request through their website at <http://www.mellon.com/mis/investors/index.html>.

9. How do I sell my stock dividend?

If your shares are held in a brokerage account you will need to contact your broker to sell them. If your shares are held in your name in a book entry account with Marriott's Transfer Agent, you will need to contact BNY Mellon Shareowner Services, at 1-800-311-4816 to sell you shares. If you have an online account with BNY Mellon you may also make this request through their website at <http://www.mellon.com/mis/investors/index.html>.

10. When I sell the stock what sale price will I get for it?

You will receive the trading price at the time your sale occurs.

11. Where did the distribution for the stock dividend come from?

This was a distribution from Marriott Treasury stock.

12. Is the stock dividend the same amount as previous cash dividends?

These three stock dividends are the stock value equivalent (at the time the dividend was declared) to Marriott's last cash dividend, paid on April 29, 2009, of \$0.0875 per share of common stock.