

**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 David S</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</u> <u>/MD/ [ MAR ]</u>	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) <b>13D Group Owning more than 10%</b>
	3. Date of Earliest Transaction (Month/Day/Year) 12/01/2016	
	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	12/01/2016		G	V	352	A	\$0.0000	654,607	D	
Class A Common Stock								15,418	I	By Spouse <sup>(1)</sup>
Class A Common Stock								503,896	I	JBM Marital Trust
Class A Common Stock								24,227,118	I	JWM Family Enterprises
Class A Common Stock								240,000	I	JWM Gen Trust
Class A Common Stock								75,000	I	JWM III Generations Trusts
Class A Common Stock								251,000	I	JWM Insurance Trust
Class A Common Stock								33,913	I	Trustee 1 of Trust f/b/o his child <sup>(1)</sup>
Class A Common Stock								21,545	I	Trustee 2 of Trust f/b/o his child <sup>(1)</sup>
Class A Common Stock								13,662	I	Trustee 3 of Trust f/b/o his child <sup>(1)</sup>
Class A Common Stock								6,132	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)	3B. Deemed Execution Date, if any (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Disposed of (A) or Acquired (D) (Instr. 3, 4 and 5)	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)	
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. Disposed of (A) or Acquired (D) (Instr. 3, 4 and 5)	Date Exercisable	Expiration Date	Underlying Derivative Security (Instr. 3 and 4)	Amount of Derivative Security (Instr. 5)	Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)
Explanation of Responses:												
1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.								Amount or				
				Code	V	(A)	(D)	<u>Bancroft S. Gordon, Attorney-In-Fact</u>				<u>12/16/2016</u>

\*\* 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.