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 APPROVAL OMB Number: 3235-0287 Estimated average burden 0.5

1. Name and Addr	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> [MAR]	(Checl	ationship of Reporting Pe k all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify	
(Last) 10400 FERNW	(First) /OOD ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/24/2014	X	below) below) Pres Mgn Dir European Ldg		
(Street) BETHESDA (City)	MD (State)	20817 (Zip)	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 Form filed by More than One Reporting Person		
		Table I - Non-D	erivative Securities Acquired, Disposed of, or Benefi	, cially	Owned		

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 3. Execution Date, if any (Month/Day/Year) 3)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common - Restricted Stock Units	02/24/2014		A		6,888	A	\$0.0000(1)	31,448	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 3. Transaction 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount 8. Price of 9. Number of 10. 11. Nature 2 Derivative Execution Date, if any of Securities Underlying Derivative Security Derivative Conversion Date Transaction Expiration Date derivative Ownership of Indirect (Month/Dav/Year) Derivative or Exercise Code (Instr. (Month/Dav/Year) Security Securities Form: Beneficial (Instr. 3) Price of (Month/Day/Year) 8) Securities (Instr. 5) Beneficially Direct (D) Ownership Derivative Acquired (Instr. 3 and 4) (Instr. 4) Owned or Indirect (A) or Disposed Security Following (I) (Instr. 4) Reported of (D) (Instr. 3, 4 and 5) Transaction(s) (Instr. 4) Amount or Number Date Expiration of Shares (D) (A) Exercisable Title Code ν Date Stock Class A Option \$53.25 02/24/2014 A 21,711 (2) 02/24/2024 Commor 21,711 \$0.0000 21,711 D (Right to Stock buy)

Explanation of Responses:

1. The Restricted Stock Units vest in three equal installments beginning February 15, 2015 and thereafter on the anniversary of that date.

2. The options vest in three equal installments beginning on February 24, 2015 and thereafter on the anniversary of that date.

Bancroft S. Gordon, Attorney-In-Fact

** Signature of Reporting Person Date

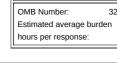
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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.



02/26/2014