SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MARRIOTT RICHARD E (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip)	MARRIOTT INTERNATIONAL INC /MD/ [MAR] 3. Date of Earliest Transaction (Month/Day/Year) 11/09/2009 4. If Amendment, Date of Original Filed (Month/Day/Year)	Director __X__ 10% Owner __ Officer (give title below) __ Other (specify below) __ 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-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	11/09/2009		G	V	26,339	D	$0	1,489,151	I	Spouse Trustee[1]
Class A Common Stock	11/09/2009		G	V	34,259	D	$0	580,915	I	Trustee 6[1]
Class A Common Stock								20,430,257	D	
Class A Common Stock								3,382,692	I	Other[1]
Class A Common Stock								278,569	I	Spouse[1]
Class A Common Stock								601,960	I	Trustee 1[1]
Class A Common Stock								75,756	I	Trustee 17[1]
Class A Common Stock								5,562,048	I	Trustee 19[1]
Class A Common Stock								785,000	I	Trustee 2[1]
Class A Common Stock								500,542	I	Trustee 3[1]
Class A Common Stock								786,960	I	Trustee 4[1]
Class A Common Stock								798,940	I	Trustee 5[1]
Class A Common Stock								732,274	I	Trustee 7[1]
Class A Common Stock								787,220	I	Trustee 8[1]

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Remarks:

<u>Bancroft S. Gordon, Attorney-In-Fact</u> <u>11/10/2009</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.