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).
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Class A Common Stock

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 APP	ROVAL
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JWM III

Trustee 2

Ι

60,636

				or	Section 30(n) of th	e inves	tment	Company Ac	t of 1940		_						
1. Name and Addre Harrison De				M	Issuer Name and T IARRIOTT II <u>/ID/</u> [MAR]				<u>. INC</u>		(Ch	Relationship of Rep teck all applicable) X Director Officer (give t	1) to Issuer 0% Owner 0ther (specify			
(Last) 10400 FERNW	(First) 700D ROAD	(Middle	2)		Date of Earliest Tra 8/02/2020	nsactio	n (Mo	nth/Day/Year)			below)		elow)			
(Street) BETHESDA MD 20817 (City) (State) (Zip)				4.	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-Deriva	ativ	e Securities A	cquir	ed, C	Disposed	of, or E	Benefi	cial	ly Owned					
1. Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Ye		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 an			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 Commo Units	on - Restricted S	Stock	03/02/202	20		A		4,328	A ⁽¹⁾	\$0.00	000	10,698	I	By Spouse ⁽²⁾			
Class A Commo Units	on - Performanc	e Share										3,023	D				
Class A Commo Units	on - Restricted S	Stock										2,238	D				
Class A Commo	on Stock											271,314	D				
Class A Commo Comp Plan-1	on Stock-Dir. D	ef. Stock										1,292	D				
Class A Commo	on Stock											20,000	I	AES JWM Gen Trust			
Class A Commo Units	on - Performanc	e Share										4,059	I	By Spouse			
Class A Commo	on Stock											31,925	I	By Spouse ⁽²⁾			
Class A Commo Bonus Award	on Stock - Defe	rred Stock										38	I	By Spouse			
Class A Commo	on Stock											37,100	I	DMH 2018 Annuity Trust			
Class A Commo	on Stock											60,000	I	DMH JWM Gen Trust			
Class A Commo	on Stock											60,000	I	DSM JWM Gen Trust			
Class A Commo	on Stock											2,110	I	HMH 2014 Trust			
Class A Commo	on Stock											20,000	I	JRJ JWM Gen Trust			
Class A Commo	on Stock											24,227,118	I	JWM Family Enterprises			
Class A Commo	on Stock											60,000	I	JWM III JWM Gen Trust			
Class A Commo	on Stock											70,203	I	JWM III Trustee 1			

1. Title of S	Security (Inst	r. 3)		2. Transacti Date (Month/Day		if any	emed ion Date, /Day/Year)	3. Transa Code (8)		4. Securities Disposed Of	Acquired (D) (Instr	l (A) or . 3, 4 and 5)	5. Amoun Securities Beneficia Owned Fo Reported	s Ily ollowing	6. Owners Form: Dire (D) or Indi (I) (Instr. 4	ect In rect Be) Ov	Nature of direct eneficial vnership estr. 4)
								Code	v	Amount	(A) or (D)	Price	Transaction (Instr. 3 and	on(s)			
Class A C	Common Sto	ock											48,3	327	I		VM III rustee 3
Class A C	Common Sto	ock											251,	000	I	In	VM surance rust
Class A C	Common Sto	ock											53	5	I		ICH 1998 rust
Class A C	Common Sto	ock											34,9	920	I	In	ICH vestments LC
Class A C	Common Sto	ock											22,464		I		ICH Irrev. rust
Class A C	Common Sto	ock											4,310		Ι		WH 2014 rust
Class A C	Common Sto	ock											20,0	000	Ι		BM JWM en Trust
Class A C	Common Sto	ock											90,5	90,561		In	MH vestments LC
Class A C	Common Sto	ock											209,210		Ι	H G	he arrison eneration rust
Class A C	Common Sto	ock											149,	287	I	Ti	rustee 8
Class A C	Common Sto	ock											58,993 I		T	rustee 9	
		Та	uble II							posed of, convertil			Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execu if any	eemed Ition Date, h/Day/Year)	4. Trans	action (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Expiration (Month/Date)		rcisable and Date	7. Title Amour Securit Underl Derivat	and ht of ties ying	8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitie Beneficia Owned Followin Reported Transact (Instr. 4)	ive Own ies For ially Dire or ling (I) (ed ction(s)	/nership	11. Nature of Indirect Beneficial Ownershin (Instr. 4)
							anu 5)	+				Amount					

Explanation of Responses:

1. The Restricted Stock Units vest in four equal installments beginning on February 15, 2021 and thereafter on the anniversary of that date.

Code V

(A) (D)

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

Bancroft S. Gordon, Attorney-<u>In-Fact</u> 03/03/2020

** Signature of Reporting Person Date

or Number

of Shares

Title

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.

Date Exercisable Expiration Date