

**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                                 |           |
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|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person*</b><br><u>MARRIOTT J W JR</u><br><br>(Last) (First) (Middle)<br>10400 FERNWOOD ROAD<br><br>(Street)<br>BETHESDA MD 20817<br><br>(City) (State) (Zip) | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><u>MARRIOTT INTERNATIONAL INC /MD/</u><br>[ MAR ] | <b>5. Relationship of Reporting Person(s) to Issuer</b><br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Chairman &amp; CEO</b> |
|  | <b>3. Date of Earliest Transaction (Month/Day/Year)</b><br>03/25/2010                                   |  |
|  | <b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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            | 03/25/2010                           |  | M                              |   | 125,000   | A          | \$8.514                | 1,590,494   | D  |   |
| Class A Common Stock            | 03/25/2010                           |  | s                              |   | 125,000   | D          | \$30.54 <sup>(1)</sup> | 1,465,494   | D  |   |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 319,064   | I  | 401(k) account  |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 32,583  | I  | Beneficiary <sup>(2)</sup>                            |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 11,037,996  | I  | By Ltd Partnership - TPV <sup>(2)</sup>               |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 10,710,082  | I  | By-Corp <sup>(2)</sup>                                |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 320,000   | I  | GP/Partnership <sup>(2)</sup>                         |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 2,243,568   | I  | Sp Trustee 1 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 13,220  | I  | Sp Trustee 2 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 16,504  | I  | Sp Trustee 3 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 16,504  | I  | Sp Trustee 4 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 19,468  | I  | Sp Trustee 5 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 19,468  | I  | Sp Trustee 6 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 10,108  | I  | Sp Trustee 7 <sup>(2)</sup>                           |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 279,470   | I  | Spouse <sup>(2)</sup>                                 |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 3,000,000   | I  | The JWM-MAR 2009 Annuity Trust                        |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 832,542   | I  | The JWM-MAR AnnuityTrust                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 496,960   | I  | Trustee 1 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 5,321,507   | I  | Trustee 19 <sup>(2)</sup>                             |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 742,223   | I  | Trustee 2 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 500,542   | I  | Trustee 3 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 786,960   | I  | Trustee 4 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 798,940   | I  | Trustee 5 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 580,915   | I  | Trustee 6 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 732,274   | I  | Trustee 7 <sup>(2)</sup>                              |
| Class A Common Stock            |                                      |  |                                |   |   |            |                        | 787,220   | I  | Trustee 8 <sup>(2)</sup>                              |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

