

FORM 5

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).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL 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: 3235-0362

Estimated average burden

hours per response: 1.0

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)		
<u>Marriott David S</u>			<u>MARRIOTT INTERNATIONAL INC</u>			Director 10% Owner		
(Last)	(First)	(Middle)	<u>/MD/ [MAR]</u>			Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)		
<u>10400 FERNWOOD ROAD</u>			3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)			<u>13D Group Owning more than 10%</u>		
<u>BETHESDA MD 20817</u>			<u>01/02/2010</u>			6. Individual or Joint/Group Filing (Check Applicable Line)		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)			<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City)	(State)	(Zip)				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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	11/12/2009		G	8,325	D	\$0	592,805	D	
Class A Common Stock	11/13/2009		G	2,775	D	\$0	590,030	D	
Class A Common Stock	12/09/2009		G	925	D	\$0	597,389 ⁽¹⁾	D	
Class A Common Stock	11/12/2009		G	925	A	\$0	28,397	I	Trustee 1 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/13/2009		G	694	A	\$0	29,091	I	Trustee 1 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/16/2009		G	694	A	\$0	30,094	I	Trustee 1 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/17/2009		G	694	A	\$0	30,788 ⁽¹⁾	I	Trustee 1 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/12/2009		G	925	A	\$0	16,163	I	Trustee 2 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/13/2009		G	694	A	\$0	16,857	I	Trustee 2 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/16/2009		G	694	A	\$0	17,726	I	Trustee 2 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/17/2009		G	694	A	\$0	18,420 ⁽¹⁾	I	Trustee 2 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/12/2009		G	925	A	\$0	8,365	I	Trustee 3 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/13/2009		G	694	A	\$0	9,059	I	Trustee 3 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	11/16/2009		G	694	A	\$0	9,843	I	Trustee 3 of Trust f/b/o his child ⁽²⁾

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Class A Common Stock	11/17/2009		G	694	A	\$0	10,537 ⁽¹⁾	I	Trustee 3 of Trust f/b/o his child ⁽²⁾
Class A Common Stock	12/03/2009		G	694	A	\$0	694	I	Trustee 4 of Trust f/b/o his child
Class A Common Stock	12/04/2009		G	694	A	\$0	1,388	I	Trustee 4 of Trust f/b/o his child
Class A Common Stock	12/07/2009		G	694	A	\$0	2,082	I	Trustee 4 of Trust f/b/o his child
Class A Common Stock	12/09/2009		G	925	A	\$0	3,007	I	Trustee 4 of Trust f/b/o his child
Class A Common - Restricted Stock Units							19,979	D	
Class A Common Stock							786,960	I	By 1965 Trusts ⁽²⁾
Class A Common Stock							663,288	I	By 1974 Trust ⁽²⁾
Class A Common Stock							10,710,082	I	By JWM Family Enterprises, L.P. ⁽²⁾
Class A Common Stock							5,278	I	By Spouse ⁽²⁾
Class A Common Stock							11,076,188	I	By Thomas Point Ventures, L.P. ⁽²⁾

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)
					(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- 1. Includes shares acquired from Stock Dividends since previous Form 4 filing.
- 2. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Remarks:

Bancroft S. Gordon, Attorney- 01/27/2010
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.