

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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| 1. Name and Address of Reporting Person* MARRIOTT J W JR (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman & CEO |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/14/2009 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |
| | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <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 | 12/14/2009 | | S | | 80,000 | D | \$27 ⁽¹⁾ | 521,960 ⁽²⁾ | I | Trustee 1 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 1,422,912 | D | |
| Class A Common Stock | | | | | | | | 349,512 | I | 401(k) account |
| Class A Common Stock | | | | | | | | 75,756 | I | Beneficiary ⁽³⁾ |
| Class A Common Stock | | | | | | | | 11,037,996 | I | By Ltd Partnership - TPV ⁽³⁾ |
| Class A Common Stock | | | | | | | | 10,710,082 | I | By-Corp ⁽³⁾ |
| Class A Common Stock | | | | | | | | 320,000 | I | GP/Partnership ⁽³⁾ |
| Class A Common Stock | | | | | | | | 2,243,568 | I | Sp Trustee 1 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 15,404 | I | Sp Trustee 2 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 3 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 16,504 | I | Sp Trustee 4 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 19,468 | I | Sp Trustee 5 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 19,468 | I | Sp Trustee 6 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 10,108 | I | Sp Trustee 7 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 279,470 | I | Spouse ⁽³⁾ |
| 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 | | | | | | | | 5,562,048 | I | Trustee 19 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 742,223 | I | Trustee 2 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 500,542 | I | Trustee 3 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 786,960 | I | Trustee 4 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 798,940 | I | Trustee 5 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 580,915 | I | Trustee 6 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 732,274 | I | Trustee 7 ⁽³⁾ |
| Class A Common Stock | | | | | | | | 787,220 | I | Trustee 8 ⁽³⁾ |

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) | 4. Deemed Execution Date, if any (e.g., puts/calls, warrants, options, convertible securities) (Month/Day/Year) | 5. Transaction Code (Instr. 8) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Underlying Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|---|--------------------------------|--|---|--|---|---|--|
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| | | | | Code V | (A) or (D) | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was \$27.48 and the lowest price at which shares were sold was \$26.93
2. August 10, 2009 filing incorrectly reflects ownership of 69,000 shares previously sold
3. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Remarks:

Bancroft S. Gordon, Attorney-
In-Fact 12/15/2009

** 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.