SEC Form 4

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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

I OMB APPROVAL

OMB Number:	3235-0287					
Estimated average burden						
hours per response:	0.5					

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

	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							34		hours	per res	sponse:	0.5					
1. Name and Address of Reporting Person* ROZANSKI HORACIO				2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]								ck all applic Director Officer	able)	g Pers	on(s) to Issu 10% Ow Other (sp	vner		
(Last) 7750 WIS	(Firs CONSIN A	, ,	/liddle)		3. Date of Earliest Transaction (Month/Day/Year) 05/16/2023								below)			below)		
(Street) BETHESI	DA MI) 2	0814		4. If A 05/1		,	ate of	Original File	ed (N	/lonth/Day/	/Year)	6. In Line)) K Form fi	ed by One ed by Mor	e Repo	(Check App orting Person One Report	
(City) (State) (Zip) Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.																		
Table I - Non-Deriv 1. Title of Security (Instr. 3) 2. Trans. Date (Month/L)				ction 2A. Deemed Execution Da ay/Year) if any			. Deemed ecution Date,		Juired, Disposed of, or Benefic 3. Transaction Code (Instr. 8) 5)			- d (A) or	or 5. Amount		s Form Illy (D) o ollowing (I) (In		. Nature of Indirect Beneficial Dwnership Instr. 4)	
									Code \	v	Amount	(A) or (D)	Price	Transact (Instr. 3 a	action(s)		n(s)	
		Т							ired, Dis options,					Owned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		3A. Deeme Execution if any (Month/Day	Date,		ransaction of Deriv ode (Instr. Securit		ative es d (A) osed ostr.	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title an Amount o Securities Underlyin Derivative (Instr. 3 an	f g Security	8. Price of Derivative Security (Instr. 5)	9. Number o derivative Securities Beneficially Owned Following Reported Transaction	e s Illy g	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable		xpiration	Title	Amount or Number of Shares	Amount (Instr. ar Jumber If				
Stock Appreciation Rights	\$175.12	05/16/2023			A		1,482 ⁽¹⁾		(2)	05	5/16/2033	Class A Common Stock	1,482	\$0.0000	1,482	2	D	

Explanation of Responses:

1. Amendment to correct the number of Stock Appreciation Rights (SARs) granted to the reporting person on May 16, 2023. The original Form 4 filed on May 18, 2023 mistakenly reported the acquisition of 184 more SARs than were actually acquired.

2. Board retainer fee received in the form of SARs. The SARs are fully vested and will be exercisable on the last business day immediately preceding the next annual meeting of stockholders.

Andrew P.C. Wright, Attorney-	05/21/2022
<u>in-Fact</u>	05/31/2025

** 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.