

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

MARRIOTT INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

52-2055918
(I.R.S. Employer
Identification Number)

10400 Fernwood Road
Bethesda, Maryland
(Address of Principal Executive Offices)

20817
(Zip Code)

1998 COMPREHENSIVE STOCK AND CASH INCENTIVE PLAN
(Full Title of the Plan)

Joseph Ryan, Executive Vice President and General Counsel
Marriott International, Inc.
10400 Fernwood Road, Bethesda, Maryland 20817
(Name and Address of Agent for Service)
(301) 380-3000
(Telephone Number, Including Area Code, of Agent for Service)

Copies of all communications, including all communications sent to agent for
service, should be sent to:

W. David Mann
Marriott International, Inc.
10400 Fernwood Road, Bethesda, Maryland 20817
(301) 380-3000

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee (1) |
|---|----------------------------|---|---|--------------------------------------|
| Class A Common Stock, par value \$.01 share (2)..... | 15,000,000 (3) | \$32.78125 | \$491,718,750 | \$129,814 |

- (1) The average of the high and low sales price of the Registrant's Class A Common Stock, par value \$0.01 per share, on the New York Stock Exchange on May 3, 2000. Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of fluctuating market prices.
- (2) The Preferred Stock Purchase Rights, which are attached to the shares of Class A Common Stock being registered, will be issued for no additional consideration and, therefore, no additional registration fee is required.
- (3) Pursuant to Rule 416(a), this Registration Statement also registers such number of additional securities that may be offered pursuant to the terms of the 1998 Comprehensive Stock and Cash Incentive Plan which provide for a change in the amount or type of securities being offered or issued to prevent dilution as a result of stock splits, stock dividends or similar transactions.

INTRODUCTION

This Registration Statement on Form S-8 is filed by Marriott International, Inc., a Delaware corporation (the "Company" or "Registrant"), relating to 15,000,000 shares (the "Shares") of the Company's Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), to be offered and sold under the 1998 Comprehensive Stock and Cash Incentive Plan (the "1998 Plan"). The Class A Common Stock registered hereunder is in addition to the 56,000,000 shares of Class A Common Stock of the Registrant (after giving effect to the conversion of each share of the Registrant's Common Stock into one share of the Registrant's Class A Common Stock on May 21, 1998) registered on the Registrant's Form S-8 (file no. 333-48407) filed on March 20, 1998 (the "Prior Registration Statement") (at the time of such filing, the Registrant's name was New Marriott MI, Inc.).

Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement, to the extent relating to the registration of the Shares and except as otherwise set forth in this Registration Statement, are incorporated by reference herein.

Item 8. Exhibits.

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

- 4.1 Marriott International, Inc. 1998 Comprehensive Stock and Cash Incentive Plan, as amended and restated (incorporated by reference to attachment A to the Registrant's definitive proxy statement filed on March 23, 2000).
- 5 Opinion of Joseph Ryan, Esq., on behalf of the Law Department of the Registrant.
- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of Joseph Ryan, Esq., on behalf of the Law Department of the Registrant (filed as part of Exhibit 5).
- 24 Power of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the County of Montgomery, State of Maryland, on this 4th day of May, 2000.

MARRIOTT INTERNATIONAL, INC.

By: s/J.W. MARRIOTT, JR.

 J.W. Marriott, Jr., Chairman of the Board
 and Chief Executive Officer

Each person whose signature appears below constitutes and appoints J.W. Marriott, Jr. and Arne M. Sorenson as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, to sign any or all further amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons on behalf of the Company in the capacities and on the date indicated above.

| Signature ----- | Title ----- | Date ----- |
|---|---|---------------|
| PRINCIPAL EXECUTIVE OFFICER: s/J.W. MARRIOTT, JR. ----- J.W. Marriott, Jr. | Chairman of the Board of Directors and Chief Executive Officer | May 4, 2000 |
| PRINCIPAL FINANCIAL OFFICER: s/ARNE M. SORENSON ----- Arne M. Sorenson | Executive Vice President and Chief Financial Officer | May 4, 2000 |
| PRINCIPAL ACCOUNTING OFFICER: s/LINDA A. BARTLETT ----- Linda A. Bartlett | Vice President-Finance and Controller | May 4, 2000 |
| s/WILLIAM J. SHAW ----- William J. Shaw | Director, President and Chief Operating Officer | May 4, 2000 |
| s/HENRY CHENG KAR-SHUN ----- Henry Cheng Kar-Shun | Director | May 4, 2000 |

| | | |
|---|----------|-------------|
| s/GILBERT M. GROSVENOR ----- Gilbert M. Grosvenor | Director | May 4, 2000 |
| s/RICHARD E. MARRIOTT ----- Richard E. Marriott | Director | May 4, 2000 |
| s/FLORETTA DUKES MCKENZIE ----- Floretta Dukes Mckenzie | Director | May 4, 2000 |
| s/HARRY J. PEARCE ----- Harry J. Pearce | Director | May 4, 2000 |
| s/W. MITT ROMNEY ----- W. Mitt Romney | Director | May 4, 2000 |
| s/ROGER W. SANT ----- Roger W. Sant | Director | May 4, 2000 |
| s/LAWRENCE M. SMALL ----- Lawrence M. Small | Director | May 4, 2000 |

EXHIBIT INDEX

| Exhibit ----- Number ----- | Description ----- | Sequentially ----- Numbered Page ----- |
|-------------------------------------|--|---|
| 4.1 | Marriott International, Inc. 1998 Comprehensive Stock and Cash Incentive Plan, as amended and restated (incorporated by reference to attachment A to the Registrant's definitive proxy statement filed on March 23, 2000). | |
| 5 | Opinion of Joseph Ryan, Esq., on behalf of the Law Department of the Registrant. | |
| 23.1 | Consent of Arthur Andersen LLP. | |
| 23.2 | Consent of Joseph Ryan, Esq., on behalf of the Law Department of the Registrant (filed as part of Exhibit 5). | |
| 24 | Power of Attorney (included on signature page). | |

May 4, 2000

Marriott International, Inc.
10400 Fernwood Road
Bethesda, Maryland 20817
Ladies and Gentlemen:

We have acted as counsel for Marriott International, Inc., a Delaware corporation (the "Company"), with respect to the filing of a Registration Statement on Form S-8 (the "Registration Statement"), offering 15,000,000 shares of Class A Common Stock of the Company, in addition to 56,000,000 shares of the Company's Class A Common Stock previously registered under a separate registration statement, to be offered to employees under the Company's 1998 Comprehensive Cash and Stock Incentive Plan as amended and restated (the "Plan"). This Registration Statement is being filed with the Securities and Exchange Commission on the date hereof.

In connection with our services as counsel for the Company with respect to the Registration Statement, we have examined, among other things, such federal and state laws and such documents, certificates, telegrams, and corporate or other records as we deemed necessary or appropriate for the purposes of preparation of this opinion.

Based on the foregoing examination, we hereby advise that in our opinion:

- (1) The Plan has been duly adopted by the Board of Directors and duly approved by the stockholders of the Company and is now legally effective;
- (2) The 15,000,000 shares of Class A Common Stock included in the Registration Statement for issuance under the Plan, when issued under the Plan in accordance with the terms and provisions thereof, will be legally issued, fully paid, and non-assessable; and
- (3) The opinion contained in the preceding paragraph is based on the assumption that, at the time such shares of stock are issued, the Registration Statement will then be effective and all applicable state securities laws will have been complied with.

We hereby consent to the filing of this opinion as an exhibit to the
Registration Statement.

Very truly yours,

MARRIOTT INTERNATIONAL, INC.
LAW DEPARTMENT

By: s/JOSEPH RYAN

Joseph Ryan
General Counsel and
Executive Vice President

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in Marriott International, Inc.'s Registration Statement on Form S-8 of our report dated February 29, 2000 included in Marriott International, Inc.'s Form 10-K for the year ended December 31, 1999 and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Vienna, Virginia
May 4, 2000