FORM 4

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	STATEMENT OF CHAN
obligations may continue. See Instruction 1(b).	Filed pursuant to Section

IGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

5. Relationship of Reporting Person(s) to Issuer

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading Symbol

1. Name and Address of Reporting Person* MARRIOTT J W JR				<u>N</u>	ARRIOTT MAR]				Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner X Officer (give title Other (specify below) Chairman & CEO						
(Last) (First) (Middle) 10400 FERNWOOD ROAD					Date of Earliest 3/14/2006	Transact	ion (M	onth/Day/Year							
(Street) BETHESDA MD 20817					. If Amendment, [Date of O	riginal	Filed (Month/	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting						
(City)	(S	tate)	(Zip)							Person					
		Tab	le I - Non-Der	ivativ	ve Securities	Acqu	ired,	Disposed	of, or	Benefic	ially Owned				
1. Title of Security (Instr. 3)		2. Transacti Date (Month/Day		2A. Deemed Execution Date, if any (Month/Day/Year	Code	action (Instr.	4. Securities Disposed Of 5)	(D) (Inst	d (A) or r. 3, 4 and	5. Amount of Securities Beneficially Owned Followin Reported	6. Ownershi Form: Direct (D) or Indire (I) (Instr. 4)	i Indirect	of Beneficial ip (Instr.		
						Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Class A C	Common St	ock	03/14/20	006		M		37,602	A	\$5.97	2,295,766	D			
Class A C	Common St	ock	03/14/20	006		S ⁽¹⁾		37,602	D	\$67.56	2,258,164	D			
Class A C	Common St	ock									217,878	I	Benefi	ciary	
Class A C	Common St	ock									6,600,000	I	By Lto Partne		
Class A C	Common St	ock									5,413,980	I	By-Co	rp	
Class A C	Common St	ock									160,000	I	GP/Pa	rtnership	
Class A C	Common St	ock									1,332,534	I	Sp Tru	istee 1	
Class A C	Common St	ock									7,702	I	Sp Tru	istee 2	
Class A Common Stock											8,252	I	Sp Tru	istee 3	
Class A Common Stock										8,252	I	Sp Tru	istee 4		
Class A Common Stock										9,734	I	Sp Tru	istee 5		
Class A C	Common St	ock									9,734	I	Sp Tru	istee 6	
Class A C	Common St	ock									5,054	I	Sp Tru	istee 7	
Class A Common Stock										139,735	I	Spous	e		
Class A Common Stock										385,480	I	Truste	e 1		
Class A C	Common St	ock									3,099,039	I	Truste	e 19	
Class A C	Common St	ock									392,500	I	Truste	e 2	
Class A C	Common St	ock									294,383	I	Truste	e 3	
Class A Common Stock										393,480	I	Truste	e 4		
Class A Common Stock										399,470	I	Truste	e 5		
Class A Common Stock									348,254	I	Truste	e 6			
Class A Common Stock										367,500	I	Truste	e 7		
Class A Common Stock											393,610	I	Truste	e 8	
		7	Table II - Deriv (e.g.,		Securities A							,	,		
Derivative Conversion Date Execut Security Or Exercise (Month/Day/Year) if any			3A. Deemed Execution Date, if any (Month/Day/Year)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve (Mo	piratio	kercisable and n Date ay/Year)	of Se Unde Deriv	ele and Amo ocurities erlying vative Secur r. 3 and 4)	Derivative Security	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)	

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction					, options, Date ExPatisEblero Expiration Da	uired, Disposed of, or Be, options, convertible se Expiration Experise and Expiration Date (Month/Day/Year) Titletle of Sec Under Deriva (Instr.			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)
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
-Class A Employee Stock Option (Right to buy)	\$5.97	03/14/2006	М			37,602	(2)	10/03/2006	Class A Common Stock	37,602	\$0	100,000	D	

Explanation of Responses:

- 1. Represents the weighted average sale price. The highest price at which shares were sold was \$67.61 and the lowest price at which shares were sold was \$67.55.
- $2. \ The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991\ grant date.$

By: Ward R. Cooper, Attorney-In-Fact 03/15/2006

** 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.