

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>MARRIOTT J W JR</u> (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT INTERNATIONAL INC /MD/</u> [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) Other (specify below) Chairman of the Board
	3. Date of Earliest Transaction (Month/Day/Year) 05/22/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	05/22/2014		M		68,048	A	\$16.5782	256,277	D	
Class A Common Stock	05/22/2014		S		68,048	D	\$59.09 ⁽¹⁾	188,229	D	
Class A Common Stock	05/23/2014		M		28,995	A	\$16.5782	217,224	D	
Class A Common Stock	05/23/2014		S		28,995	D	\$59.09 ⁽²⁾	188,229	D	
Class A Common Stock								286,545	I	401(k) account
Class A Common Stock								323,496	I	GP/Partnership ⁽³⁾
Class A Common Stock								53,622	I	JW Sp Trustee 10 ⁽³⁾
Class A Common Stock								68,900	I	JW Sp Trustee 8 ⁽³⁾
Class A Common Stock								76,991	I	JW Sp Trustee 9
Class A Common Stock								24,227,493	I	JWM Family Enterprises ⁽³⁾
Class A Common Stock								2,026,568	I	Sp Trustee 1 ⁽³⁾
Class A Common Stock								240,000	I	Sp Trustee 11 ⁽³⁾
Class A Common Stock								13,220	I	Sp Trustee 2 ⁽³⁾
Class A Common Stock								16,682	I	Sp Trustee 3 ⁽³⁾
Class A Common Stock								11,732	I	Sp Trustee 4 ⁽³⁾
Class A Common Stock								19,679	I	Sp Trustee 5 ⁽³⁾
Class A Common Stock								19,679	I	Sp Trustee 6 ⁽³⁾
Class A Common Stock								10,217	I	Sp Trustee 7 ⁽³⁾
Class A Common Stock								282,524	I	Spouse ⁽³⁾
Class A Common Stock								503,910	I	Trustee 1 ⁽³⁾
Class A Common Stock								5,215,684	I	Trustee 19 ⁽³⁾
Class A Common Stock								677,651	I	Trustee 2 ⁽³⁾
Class A Common Stock								194,119	I	Trustee 3 ⁽³⁾
Class A Common Stock								495,559	I	Trustee 4 ⁽³⁾
Class A Common Stock								767,671	I	Trustee 5 ⁽³⁾
Class A Common Stock								537,520	I	Trustee 6 ⁽³⁾
Class A Common Stock								120,207	I	Trustee 7 ⁽³⁾
Class A Common Stock								725,822	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)	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to buy)	\$16.5782	05/22/2014		M			68,048	(4)	11/04/2014	Class A Common Stock	68,048	\$0.0000	178,995	D	
Stock Option (Right to buy)	\$16.5782	05/23/2014		M			28,995	(4)	11/04/2014	Class A Common Stock	28,995	\$0.0000	150,000	D	

Explanation of Responses:

1. Represents the weighted average sale price. The highest price at which shares were sold was \$59.22 and the lowest price at which shares were sold was \$59.00.
2. Represents the weighted average sale price. The highest price at which shares were sold was \$59.15 and the lowest price at which shares were sold was \$59.05.
3. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
4. The options vest in four equal installments on each of the first four anniversaries of the November 4, 1999 grant date.

Bancroft S. Gordon, Attorney-
In-Fact 05/23/2014

** 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.

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