
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 20, 2005

MARRIOTT INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

1-13881
(Commission File No.)

52-2055918
(IRS Employer Identification No.)

10400 Fernwood Road, Bethesda, Maryland 20817
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (301) 380-3000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On October 20, 2005, Marriott International, Inc. (“Marriott”) issued a press release announcing a modification to its offer to exchange a new series of Senior Notes due November 10, 2015, for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008, and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.

A copy of Marriott’s press release is attached as Exhibit 99 and incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits. The following exhibit is filed with this report:

99 Press release of Marriott International, Inc., dated October 20, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

Date: October 20, 2005

By: /s/ Ward R. Cooper

Ward R. Cooper
Assistant Secretary

EXHIBIT INDEX

Exhibit No.	Description
99	Press release dated October 20, 2005, announcing Marriott International, Inc.'s modification to its offer to exchange a new series of Senior Notes due November 10, 2015, for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008, and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.



Marriott International, Inc.
Corporate Headquarters

Marriott Drive
Washington, D.C. 20058

NEWS

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MARRIOTT INTERNATIONAL, INC. MODIFIES DEBT EXCHANGE OFFER FOR ITS 7% SERIES E NOTES DUE 2008 AND ITS 7-7/8% SERIES C NOTES DUE 2009

WASHINGTON, D.C. – Oct. 20, 2005 – Marriott International, Inc. (NYSE:MAR) today announced that it has modified its offers to exchange a new series of Senior Notes due November 10, 2015 (the “New Notes”) for up to \$293,890,000 of its 7% Series E Notes due January 15, 2008 and up to \$300,000,000 of its 7-7/8% Series C Notes due September 15, 2009 (collectively, the “Old Notes”) by amending the fixed spread related to the New Notes. The New Notes will now bear interest at a rate per annum equal to the sum of the bid-side yield on the 4.25% U.S. Treasury Security due August 15, 2015, and 1.18% (118 basis points), as determined at 2:00 p.m., New York City time, on Thursday, November 3, 2005, assuming no extension of the price determination date.

Other than the modification to the fixed spread for the New Notes, all other terms and conditions of the offers to exchange set forth in the Confidential Offering Memorandum dated October 11, 2005 remain unchanged. In particular, the expiration date of the offers remains 12:00 midnight, New York City time, on Monday, November 7, 2005. Further, the deadline for holders to tender old notes in order to qualify for the payment of the early participation payment on the settlement date continues to be 5:00 p.m., New York City time, Monday, October 24, 2005. Tenders of Old Notes may not be withdrawn after the early participation payment deadline.

Any holder who has previously tendered their Old Notes in the exchange offer will automatically receive the new pricing term described above and does not need to re-tender their Old Notes.

The offers to exchange are only being made to holders of Old Notes that have certified certain matters to the company, including their status as “qualified institutional buyers” within the meaning of Rule 144A under the Securities Act of 1933. The New Notes have not been registered under the Securities Act or any state securities laws. Therefore, the New Notes may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

Exhibit 99

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This press release does not constitute an offer to purchase any securities or a solicitation of an offer to sell any securities. The exchange offers are being made only pursuant to an offering memorandum and related letter of transmittal and only to such persons and in such jurisdictions as is permitted under applicable law.

Note: This press release contains “forward-looking statements” within the meaning of federal securities laws, including statements about the expiration date for the offers and the terms of the New Notes. We caution you that these statements are not guarantees of future performance and are subject to numerous risks and uncertainties, including the absence of adverse legal and market developments and the valid tender of at least \$250 million aggregate principal amount of the Old Notes; which could result in the extension of, changes in, or termination of the tender offers, or the New Notes not being issued or being issued on different terms. These statements are made as of the date of this press release, and we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Exhibit 99

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