

MARRIOTT INTERNATIONAL INC /MD/  
 Form 4  
 December 04, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARRIOTT JOHN W III**

2. Issuer Name and Ticker or Trading Symbol  
**MARRIOTT INTERNATIONAL INC /MD/ [MAR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**10400 FERNWOOD ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**11/30/2007**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 13D Group Owning more than 10%

**BETHESDA, MD 20817**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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	11/30/2007		G	V 640 A \$ 0	767,917	D	
Class A Common Stock					508,720	I (1)	Beneficiary 1
Class A Common Stock					770,960	I (1)	Beneficiary 2
Class A Common					10,827,960	I (1)	By Corporation

Stock								
Class A Common Stock				13,200,000	I			By Ltd Partnership - TPV
Class A Common Stock				320,000	<u>I (1)</u>			LP Partnership
Class A Common Stock				19,468	<u>I (1)</u>			Sp Trustee 1
Class A Common Stock				19,468	<u>I (1)</u>			Sp Trustee 2
Class A Common Stock				10,108	<u>I (1)</u>			Sp Trustee 3
Class A Common Stock				31,210	<u>I (1)</u>			Spouse
Class A Common Stock				56,163	<u>I (2)</u>			Trustee 1
Class A Common Stock				46,699	<u>I (2)</u>			Trustee 2
Class A Common Stock				34,523	<u>I (2)</u>			Trustee 3

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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(Instr. 3,  
4, and 5)

							Amount or Number of Shares
Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	

## Reporting Owners

	Relationships			
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817	X			13D Group Owning more than 10%

## Signatures

By: Bancroft S. Gordon,  
Attorney-In-Fact

12/03/2007

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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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