

MARRIOTT INTERNATIONAL INC /MD/  
Form 8-K  
February 07, 2006

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**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): 02/06/2006**

**Marriott International, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-13881**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**52-2055918**  
(IRS Employer  
Identification No.)

**10400 Fernwood Road**  
Bethesda, MD 20817  
(Address of principal executive offices, including zip code)

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

(Former name or former address, if changed since last report)

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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Information to be included in the report

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On February 6, 2006, the Company filed a Certificate of Elimination for its Capped Convertible Preferred Stock and its ESOP Convertible Preferred Stock with the Secretary of State of Delaware, the Company's state of incorporation, because no shares of either class of preferred stock are outstanding and the Company has no plans to issue such stock. A copy of the Certificate of Elimination is filed as Exhibit 3(i) to this Report.

The Certificate of Elimination has the effect of eliminating certificates of designation for the Capped Convertible Preferred Stock and the ESOP Convertible Preferred Stock from the Company's certificate of incorporation. The Company filed those now eliminated certificates of designation as Exhibits 3.1 and 3.2 to its Quarterly Report on Form 10-Q for the fiscal quarter ended June 16, 2000, and incorporated those certificates of designation by reference as Exhibits 3.4 and 3.5 to its most recent Annual Report on Form 10-K for the fiscal year ended December 31, 2004.

**Item 9.01. Financial Statements and Exhibits**

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

Exhibit 3(i) - Certificate of Elimination of the Capped Convertible Preferred Stock and the ESOP Convertible Preferred Stock of Marriott International, Inc.

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**Signature(s)**

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: February 07, 2006

By: /s/ Carl T. Berquist

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Carl T. Berquist  
Executive Vice President, Financial Information and Risk  
Management

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-3.(i).	Certificate of Elimination of the Capped Convertible Preferred Stock and the ESOP Convertible Preferred Stock of Marriott International, Inc.