

MARRIOTT INTERNATIONAL INC /MD/
Form 3
May 26, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 David S
(Last) (First) (Middle)

10400 FERNWOOD ROAD
(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/17/2006

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer ☒ Other
(give title below) (specify below)
13D group owning more than 10%

5. 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 Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Class A Common Stock	543,222	D	À
Class A Common Stock	2,639	I	By Spouse
Class A Common Stock	8,992	I	Trustee 1 of Trust f/b/o his child
Class A Common Stock	2,875	I	Trustee 2 of Trust f/b/o his child
Class A Common Stock	5,413,980 ⁽¹⁾	I	By JWM Family Enterprises, L.P.
Class A Common Stock	6,600,000 ⁽²⁾	I	By Thomas Point Ventures, L.P.
Class A Common Stock	331,644 ⁽³⁾	I	By 1974 Trust
Class A Common Stock	393,480 ⁽⁴⁾	I	By 1965 Trusts
Restricted Stock Units	12,264 ⁽⁵⁾	D	À

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	Â (6)	02/10/2015	Class A Common Stock	4,480	\$ 64.32 D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marriott David S 10400 FERNWOOD ROAD BETHESDA,Â MDÂ 20817	Â	Â	Â	13D group owning more than 10%

Signatures

/s/ David Sheets
Marriott

05/26/2006

__Signature of Reporting
Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Shares held by JWM Family Enterprises, L.P. ("JWMFE, LP"). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.
- (1) David Sheets Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of his pecuniary interest therein.
- Shares held by Thomas Point Ventures, L.P. ("TPV"). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. David Sheets Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of his pecuniary interest therein.
- (2)
- (3) Shares held in a 1974 trust for the benefit of David Sheets Marriott. Donna Rae Garff Marriott, David Sheets Marriott's mother, and an unrelated person are trustees.
- (4) Shares held in two 1965 trusts for the benefit of David Sheets Marriott. J. Willard Marriott, Jr., David Sheets Marriott's father, and Richard E. Marriott, David Sheets Marriott's uncle, are trustees.
- (5) Represents 84 share units and 2,180 share units granted on February 5, 2004 and February 13, 2006, respectively, that vest in four equal annual installments and 10,000 share units granted on February 13, 2006 that vest in five equal annual installments.

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(6) This option vests in four equal annual installments beginning on February 10, 2006.

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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