

MARRIOTT INTERNATIONAL INC /MD/
Form 4
October 12, 2005

FORM 4

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

OMB APPROVAL

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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)
10/10/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Lodging

BETHESDA, MD 20817

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

(City) (State) (Zip)

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 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock | 10/10/2005 | | M | | 1,321 A \$ 5.88 | 404,783 | D |
| Class A Common Stock | 10/10/2005 | | M | | 1,321 A \$ 5.97 | 406,104 | D |
| Class A Common Stock | 10/10/2005 | | M | | 1,321 A \$ 7.32 | 407,425 | D |
| Class A Common | 10/10/2005 | | S | | 1,321 D \$ 62.59 | 406,104 | D |

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| | | | | | | | | |
|----------------------------|------------|---|-------|---|-------------|-----------|---|-------------------|
| Stock | | | | | | | | |
| Class A Common Stock | 10/10/2005 | S | 1,321 | D | \$ 62.57 | 404,783 | D | |
| Class A Common Stock | 10/10/2005 | S | 221 | D | \$ 62.55 | 404,562 | D | |
| Class A Common Stock | 10/10/2005 | S | 1,100 | D | \$ 62.56 | 403,462 | D | |
| Class A Common Stock | | | | | | 329,360 | I | Beneficiary 1 |
| Class A Common Stock | | | | | | 385,480 | I | Beneficiary 2 |
| Class A Common Stock | | | | | | 5,413,980 | I | By Corporation |
| Class A Common Stock | | | | | | 160,000 | I | LP Partnership |
| Class A Common Stock | | | | | | 9,734 | I | Sp Trustee 1 |
| Class A Common Stock | | | | | | 9,734 | I | Sp Trustee 2 |
| Class A Common Stock | | | | | | 5,054 | I | Sp Trustee 3 |
| Class A Common Stock | | | | | | 15,605 | I | Spouse |
| Class A Common Stock | | | | | | 25,877 | I | Trustee 1 |
| Class A Common Stock | | | | | | 21,145 | I | Trustee 2 |
| Class A Common Stock | | | | | | 15,057 | I | Trustee 3 |

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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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|----------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Class A Employee Stock Option (Right to buy) | \$ 5.88 | 10/10/2005 | | M | 1,321 | <u>(1)</u> 10/03/2006 | Class A Common Stock | 1,321 |
| Class A Employee Stock Option (Right to buy) | \$ 5.97 | 10/10/2005 | | M | 1,321 | <u>(1)</u> 10/03/2006 | Class A Common Stock | 1,321 |
| Class A Employee Stock Option (Right to buy) | \$ 7.32 | 10/10/2005 | | M | 1,321 | <u>(2)</u> 10/20/2007 | Class A Common Stock | 1,321 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817 | X | | EVP, Lodging | |

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

10/10/2005

__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 options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991 grant date.

(2) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 grant date.

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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