

MARRIOTT INTERNATIONAL INC /MD/

Form 4

July 19, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Harrison Deborah Marriott

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)
07/17/2006

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)
Member of 13(d) group

BETHESDA, MD 20817

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount (A) or (D)	Price		
Class A Common Stock	07/17/2006		S		860	D \$ 35.54	9,600 I	Trustee 1 of Trust f/b/o her child
Class A Common Stock						630,750 ⁽¹⁾	D	
Class A Common Stock						798,940 ⁽²⁾	I	By 1965 Trusts
Class A Common						688,340 ⁽³⁾	I	By 1974 Trust

Stock			
Class A Common Stock	10,827,960 <u>(4)</u>	I	By JWM Family Enterprises, L.P.
Class A Common Stock	40	I	By Minor Child
Class A Common Stock	83,778	I	By Spouse <u>(5)</u>
Class A Common Stock	13,200,000 <u>(6)</u>	I	By Thomas Point Ventures, L.P.
Class A Common Stock	8,406	I	Trustee 2 of Trust f/b/o her child
Class A Common Stock	2,430	I	Trustee 3 of Trust f/b/o her child
Class A Common Stock	13,310	I	Trustee 4 of Trust f/b/o her child
Class A Common Stock	76,116	I	Trustee 5 of Trust f/b/o her child
Class A Common Stock	72,942	I	Trustee 6 of Trust f/b/o her child
Class A Common Stock	56,622	I	Trustee 7 of Trust f/b/o her child
Class A Common Stock	54,312	I	Trustee 8 of Trust f/b/o her child
Class A Common Stock	47,536	I	Trustee 9 of Trust f/b/o her child

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

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SEC 1474
(9-02)

number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Harrison Deborah Marriott 10400 FERNWOOD ROAD BETHESDA, MD 20817	Member of 13(d) group

Signatures

By: Terri L. Turner,
Attorney-in-fact 07/19/2006

__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) Includes 12,620 shares owned jointly with her husband Ronald T. Harrison.
- (2) Shares held in two 1965 Trusts for the benefit of Deborah Marriott Harrison. J. Willard Marriott, Jr., Deborah Marriott Harrison's father, and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees.
- (3) Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, and an unrelated person are trustees.
- Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.
- (4) Deborah Marriott Harrison 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 her pecuniary interest therein.
- (5) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (6) 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. Deborah Marriott Harrison 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 her pecuniary

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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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