

MARRIOTT INTERNATIONAL INC /MD/
Form 3

November 14, 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 *

Â Ryan Edward A
(Last) (First) (Middle)

10400 FERNWOOD ROAD

(Street)

BETHESDA,Â MDÂ 20817

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
11/10/2006

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
__X__ Officer ____ Other
(give title below) (specify below)
EVP & Gen. Counsel

5. 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

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 - Restricted Stock Units	2,220	D	Â
Class A Common - Restricted Stock Units	27,256	D	Â
Class A Common Stock	15,085	D	Â
Class A Common Stock - Deferred Stock Award Agmt.	12,000	D	Â
Class A Common Stock - Deferred Stock Bonus Award	30	D	Â
Class A Common Stock - Deferred Stock Bonus Award	92	D	Â
Class A Common Stock - Deferred Stock Bonus Award	218	D	Â
Class A Common Stock - Deferred Stock Bonus Award	440	D	Â

Class A Common Stock - Deferred Stock Bonus Award	592	D	Â
Class A Common Stock - Restricted	3,000	D	Â

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			
Class A Employee Stock Option (Right to buy)	Â <u>(1)</u>	11/05/2013	Class A Common Stock	2,480	\$ 14.11	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(2)</u>	11/04/2014	Class A Common Stock	25,000	\$ 16.58	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(3)</u>	02/01/2011	Class A Common Stock	22,000	\$ 22.87	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(4)</u>	09/16/2012	Class A Common Stock	6,250	\$ 15.68	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(5)</u>	02/06/2013	Class A Common Stock	40,200	\$ 15.11	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(6)</u>	02/05/2014	Class A Common Stock	23,720	\$ 22.81	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(7)</u>	02/10/2015	Class A Common Stock	8,520	\$ 32.16	D	Â

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Ryan Edward A
10400 FERNWOOD ROAD Â Â Â EVP & Gen. Counsel Â
BETHESDA,Â MDÂ 20817

Signatures

By: Ward R. Cooper, 11/10/2006
Attorney-In-Fact

__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).
- (1) The options vest in four equal installments on each of the first four anniversaries of the November 5, 1998 grant date.
- (2) The options vest in four equal installments on each of the first four anniversaries of the November 4, 1999 grant date.
- (3) The options vest in four equal installments on each of the four anniversaries of the February 1, 2001 grant date.
- (4) The options vest in four equal installments on each of the first four anniversaries of the September 16, 2002 grant date.
- (5) The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.
- (6) The options vest in four equal installments on each of the first four anniversaries of the February 5, 2004 grant date.
- (7) The options vest in four equal installments on each of the first four anniversaries of the February 10, 2005 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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