

MARRIOTT INTERNATIONAL INC /MD/

Form 8-K

October 20, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 20, 2005**

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**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation)

**1-13881**  
(Commission File No.)

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

**10400 Fernwood Road, Bethesda, Maryland 20817**

(Address of principal executive offices, including Zip Code)

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

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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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**Item 8.01. Other Events.**

On October 20, 2005, Marriott International, Inc. ( Marriott ) issued a press release announcing a modification to its offer to exchange a new series of Senior Notes due November 10, 2015, for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008, and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.

A copy of Marriott s press release is attached as Exhibit 99 and incorporated by reference.

**Item 9.01. Financial Statements and Exhibits.**

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

99 Press release of Marriott International, Inc., dated October 20, 2005.

**SIGNATURE**

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: October 20, 2005

By: /s/ Ward R. Cooper

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Ward R. Cooper  
Assistant Secretary

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99	Press release dated October 20, 2005, announcing Marriott International, Inc. s modification to its offer to exchange a new series of Senior Notes due November 10, 2015, for up to \$293,890,000 of its 7 percent Series E Notes due January 15, 2008, and up to \$300,000,000 of its 7-7/8 percent Series C Notes due September 15, 2009.