

MARRIOTT INTERNATIONAL INC /MD/  
Form DEFR14A  
April 22, 2009

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

**SCHEDULE 14A (Amendment No. 1 )**

**(RULE 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Marriott International, Inc.**

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form DEFR14A

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

---

(2) Aggregate number of securities to which the transaction applies:

---

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of the transaction:

---

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

The sole purpose of this revision to the original definitive proxy statement (the Proxy Statement ) of Marriott International, Inc. (the Company ), filed with the Securities and Exchange Commission on March 27, 2009, is to revise the Nonqualified Deferred Compensation for Fiscal Year 2008 table set forth at the top of page 46 of the Proxy Statement to indicate that the amounts reported in the column captioned Aggregate Earnings in Last FY are negative numbers as follows: Mr. Marriott: -\$501,792; Mr. Shaw: -\$1,061,378; Mr. Sorenson: -\$488,591; Mr. Sullivan: -\$697,119; and Mr. McCarthy: -\$736,939.