

MARRIOTT INTERNATIONAL INC /MD/

Form 4

May 26, 2005

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 *
MARRIOTT J W JR

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)
05/24/2005

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

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

BETHESDA, MD 20817

(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 (A) 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	05/24/2005		S		3,600	D	\$ 66.58
Class A Common Stock	05/24/2005		S		3,500	D	\$ 66.59
Class A Common Stock							3,196,600
Class A Common							392,500
							I
							Trustee 19
							Trustee 2

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Stock								
Class A Common Stock					334,145	I		Trustee 3
Class A Common Stock					393,480	I		Trustee 4
Class A Common Stock					399,470	I		Trustee 5
Class A Common Stock					368,624	I		Trustee 6
Class A Common Stock					367,500	I		Trustee 7
Class A Common Stock					393,610	I		Trustee 8
Class A Common Stock	05/24/2005	S	11,600	D	\$ 66.6	2,218,585	D	
Class A Common Stock	05/24/2005	S	1,400	D	\$ 66.61	2,217,185	D	
Class A Common Stock	05/24/2005	S	500	D	\$ 66.62	2,216,685	D	
Class A Common Stock	05/24/2005	S	4,200	D	\$ 66.63	2,212,485	D	
Class A Common Stock	05/24/2005	S	3,300	D	\$ 66.65	2,209,185	D	
Class A Common Stock	05/24/2005	S	15,000	D	\$ 66.7	2,194,185	D	
Class A Common Stock	05/24/2005	S	9,000	D	\$ 66.75	2,185,185	D	
Class A Common Stock					244,878	I		Beneficiary

Class A Common Stock	6,600,000	I	By Ltd Partnership
Class A Common Stock	5,413,980	I	By-Corp
Class A Common Stock	160,000	I	GP/Partnership
Class A Common Stock	1,340,534	I	Sp Trustee 1
Class A Common Stock	7,702	I	Sp Trustee 2
Class A Common Stock	8,252	I	Sp Trustee 3
Class A Common Stock	8,252	I	Sp Trustee 4
Class A Common Stock	9,734	I	Sp Trustee 5
Class A Common Stock	9,734	I	Sp Trustee 6
Class A Common Stock	5,054	I	Sp Trustee 7
Class A Common Stock	139,735	I	Spouse
Class A Common Stock	393,480	I	Trustee 1

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)

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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 Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817	X	X	Chairman & CEO	

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact

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).

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