

RYAN JOSEPH J

Form 4

June 17, 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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
RYAN JOSEPH J

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)  
06/16/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Exec. VP & Gen. Counsel

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 (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)
Class A Common Stock	06/16/2005		M	88,065 A	\$ 24.41 158,212	D	
Class A Common Stock	06/16/2005		S	5,100 D	\$ 68.8 153,112	D	
Class A Common Stock	06/16/2005		S	6,200 D	\$ 68.81 146,912	D	
Class A Common	06/16/2005		S	2,500 D	\$ 68.82 144,412	D	

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Stock

Class A Common Stock	06/16/2005	S	300	D	\$ 68.83	144,112	D
Class A Common Stock	06/16/2005	S	3,300	D	\$ 68.85	140,812	D
Class A Common Stock	06/16/2005	S	1,500	D	\$ 68.86	139,312	D
Class A Common Stock	06/16/2005	S	1,800	D	\$ 68.87	137,512	D
Class A Common Stock	06/16/2005	S	56,200	D	\$ 68.9	81,312	D
Class A Common Stock	06/16/2005	S	2,100	D	\$ 68.91	79,212	D
Class A Common Stock	06/16/2005	S	1,400	D	\$ 68.92	77,812	D
Class A Common Stock	06/16/2005	S	800	D	\$ 68.93	77,012	D
Class A Common Stock	06/16/2005	S	200	D	\$ 68.94	76,812	D
Class A Common Stock	06/16/2005	S	3,800	D	\$ 68.95	73,012	D
Class A Common Stock	06/16/2005	S	100	D	\$ 68.98	72,912	D
Class A Common Stock	06/16/2005	S	1,700	D	\$ 68.99	71,212	D
Class A Common Stock	06/16/2005	S	1,065	D	\$ 69	70,147	D

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Class A Employee Stock Option (Right to buy)	\$ 24.41	06/16/2005		M	88,065	02/06/2005 02/06/2007	Class A Common Stock 88,065

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RYAN JOSEPH J 10400 FERNWOOD ROAD BETHESDA, MD 20817	Exec. VP & Gen. Counsel

## Signatures

By: Dorothy M. Ingalls,  
Attorney-In-Fact 06/17/2005

\_\_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).

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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