

MARRIOTT INTERNATIONAL INC /MD/
Form 4
September 11, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT JOHN W III

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)
09/07/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman of the Board

BETHESDA, MD 20817

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 09/07/2006 | | M | | 55,000 | A | \$ 22.87 |
| Class A Common Stock | 09/07/2006 | | S | | 55,000 | D | \$ 36.75 (1) |
| Class A Common Stock | 09/07/2006 | | S | | 40,867 | D | \$ 36.57 (2) |
| Class A Common | 09/07/2006 | | M | | 75,000 | A | \$ 15.91 |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|--------------------|------------|-------|--------------------------------|
| Stock | | | | | | | | |
| Class A Common Stock | 09/07/2006 | S | 75,000 | D | \$ 37.48 (3) | 778,567 | D | |
| Class A Common Stock | 09/07/2006 | M | 90,450 | A | \$ 15.11 | 869,017 | D | |
| Class A Common Stock | 09/07/2006 | S | 90,450 | D | \$ 36.57 (4) | 778,567 | D | |
| Class A Common Stock | 09/07/2006 | M | 34,600 | A | \$ 22.81 | 813,167 | D | |
| Class A Common Stock | 09/07/2006 | S | 34,600 | D | \$ 36.61 (5) | 778,567 | D | |
| Class A Common Stock | | | | | | 658,720 | I (6) | Beneficiary 1 |
| Class A Common Stock | | | | | | 770,960 | I (6) | Beneficiary 2 |
| Class A Common Stock | | | | | | 10,827,960 | I (6) | By Corporation |
| Class A Common Stock | | | | | | 13,200,000 | I | By Ltd Partnership - TPV |
| Class A Common Stock | | | | | | 320,000 | I (6) | LP Partnership |
| Class A Common Stock | | | | | | 19,468 | I (6) | Sp Trustee 1 |
| Class A Common Stock | | | | | | 19,468 | I (6) | Sp Trustee 2 |
| Class A Common Stock | | | | | | 10,108 | I (6) | Sp Trustee 3 |
| Class A Common Stock | | | | | | 31,210 | I (6) | Spouse |

| | | | |
|----------------------------|--------|------------------|-----------|
| Class A Common Stock | 54,286 | I ⁽⁶⁾ | Trustee 1 |
| Class A Common Stock | 44,822 | I ⁽⁶⁾ | Trustee 2 |
| Class A Common Stock | 32,646 | I ⁽⁶⁾ | Trustee 3 |

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Class A Employee Stock Option (Right to buy) | \$ 22.87 | 09/07/2006 | | M | 55,000 | ⁽⁷⁾ 02/01/2011 | Class A Common Stock | 55,000 | |
| Class A Employee Stock Option (Right to buy) | \$ 15.91 | 09/07/2006 | | M | 75,000 | ⁽⁸⁾ 11/01/2011 | Class A Common Stock | 75,000 | |
| Class A Employee Stock Option (Right to buy) | \$ 15.11 | 09/07/2006 | | M | 90,450 | ⁽⁹⁾ 02/06/2013 | Class A Common Stock | 90,450 | |

| | | | | | | | | |
|---|----------|------------|---|--------|-------------|------------|----------------------------|--------|
| Class A Employee Stock Option (Right to buy) | \$ 22.81 | 09/07/2006 | M | 34,600 | <u>(10)</u> | 02/05/2014 | Class A Common Stock | 34,600 |
|---|----------|------------|---|--------|-------------|------------|----------------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817 | X | | Vice Chairman of the Board | |

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

09/08/2006

__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).
- (1) Represents the weighted average sale price. The highest price at which shares were sold was \$36.97 and the lowest price at which shares were sold was \$36.57.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$37.01 and the lowest price at which shares were sold was \$36.30.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$36.55 and the lowest price at which shares were sold was \$36.37.
- (4) Represents the weighted average sale price. The highest price at which shares were sold was \$36.70 and the lowest price at which shares were sold was \$36.29.
- (5) Represents the weighted average sale price. The highest price at which shares were sold was \$36.65 and the lowest price at which shares were sold was \$36.61.
- (6) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (7) The options vest in four equal installments on each of the four anniversaries of the February 1, 2001 grant date.
- (8) The options vest in four equal installments on each of the first four anniversaries of the November 1, 2001 grant date.
- (9) The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.
- (10) The options vest in four equal installments on each of the first four anniversaries of the February 5, 2004 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.