

MARRIOTT JOHN W III
Form 4
January 05, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
12/26/2006

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	12/29/2006		G	V	5,631	D	\$ 0	771,317	D
Class A Common Stock	12/26/2006		G	V	512	A	\$ 0	54,798	I ⁽¹⁾
Class A Common Stock	12/27/2006		G	V	341	A	\$ 0	55,139	I ⁽¹⁾
Class A Common	12/29/2006		G	V	512	A	\$ 0	55,651	I ⁽¹⁾

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Stock									
Class A Common Stock	12/29/2006	G	V	512	A	\$ 0	56,163	I ⁽¹⁾	Trustee 1
Class A Common Stock	12/26/2006	G	V	512	A	\$ 0	45,334	I ⁽¹⁾	Trustee 2
Class A Common Stock	12/27/2006	G	V	341	A	\$ 0	45,675	I ⁽¹⁾	Trustee 2
Class A Common Stock	12/29/2006	G	V	512	A	\$ 0	46,187	I ⁽¹⁾	Trustee 2
Class A Common Stock	12/29/2006	G	V	512	A	\$ 0	46,699	I ⁽¹⁾	Trustee 2
Class A Common Stock	12/26/2006	G	V	512	A	\$ 0	33,158	I ⁽¹⁾	Trustee 3
Class A Common Stock	12/27/2006	G	V	341	A	\$ 0	33,499	I ⁽¹⁾	Trustee 3
Class A Common Stock	12/29/2006	G	V	512	A	\$ 0	34,011	I ⁽¹⁾	Trustee 3
Class A Common Stock	12/29/2006	G	V	512	A	\$ 0	34,523	I ⁽¹⁾	Trustee 3
Class A Common Stock							508,720	I ⁽¹⁾	Beneficiary 1
Class A Common Stock							770,960	I ⁽¹⁾	Beneficiary 2
Class A Common Stock							10,827,960	I ⁽¹⁾	By Corporation
Class A Common Stock							13,200,000	I	By Ltd Partnership - TPV
Class A Common Stock							320,000	I ⁽¹⁾	LP Partnership

Class A Common Stock	19,468	I ⁽¹⁾	Sp Trustee 1
Class A Common Stock	19,468	I ⁽¹⁾	Sp Trustee 2
Class A Common Stock	10,108	I ⁽¹⁾	Sp Trustee 3
Class A Common Stock	31,210	I ⁽¹⁾	Spouse

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

12/29/2006

__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) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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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