

MARRIOTT INTERNATIONAL INC /MD/

Form 4

February 11, 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 RICHARD E

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)
02/10/2005

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

BETHESDA, MD 20817

(City) (State) (Zip)

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

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 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Class A Common Stock	02/10/2005		M		27,521	A	\$ 3.24	10,517,398 D
Class A Common Stock	02/10/2005		M		17,834	A	\$ 5.97	10,535,232 D
Class A Common Stock	02/10/2005		M		15,962	A	\$ 7.2	10,551,194 D
Class A Common	02/10/2005		M		27,521	A	\$ 3.19	10,578,715 D

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Stock

Class A Common Stock	02/10/2005	M	17,834	A	\$ 5.88	10,596,549	D	
Class A Common Stock	02/10/2005	M	15,962	A	\$ 7.32	10,612,511	D	
Class A Common Stock	02/10/2005	S	122,634	D	\$ 64.4	10,489,877	D	
Class A Common Stock						1,691,346	I	Other
Class A Common Stock						137,604	I	Spouse
Class A Common Stock						1,162,278	I	Spouse Trustee
Class A Common Stock						393,480	I	Trustee 1
Class A Common Stock						269,878	I	Trustee 17
Class A Common Stock						3,196,600	I	Trustee 19
Class A Common Stock						392,500	I	Trustee 2
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	392,500	I	Trustee 7
Class A Common Stock	393,610	I	Trustee 8

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)

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)	\$ 3.24	02/10/2005		M		27,521		<u>(1)</u>	10/12/2005	Class A Common Stock	27,521
Class A Employee Stock Option (Right to buy)	\$ 3.19	02/10/2005		M		27,521		<u>(1)</u>	10/12/2005	Class A Common Stock	27,521
Class A Employee Stock Option (Right to buy)	\$ 5.97	02/10/2005		M		17,834		<u>(2)</u>	10/03/2006	Class A Common Stock	17,834
Class A Employee Stock	\$ 5.88	02/10/2005		M		17,834		<u>(2)</u>	10/03/2006	Class A Common Stock	17,834

Option
(Right to
buy)

Class A
Employee

Stock \$ 7.2 02/10/2005
Option
(Right to
buy)

M

15,962

(3)

10/20/2007

Class A
Common
Stock

15,962

Class A
Employee

Stock \$ 7.32 02/10/2005
Option
(Right to
buy)

M

15,962

(3)

10/20/2007

Class A
Common
Stock

15,962

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 10400 FERNWOOD ROAD BETHESDA, MD 20817		X		

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact 02/10/2005

__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).

- (1) The options vested in four equal annual installments on each of the first four anniversaries of the 10/12/1990 grant date.
- (2) The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991 grant date.
- (3) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 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.

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