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MARRIOTT INTERNATIONAL INC /MD/

Stock

Class A

Common

Form 4 September 11, 2006

september	11, 2000										
FORM	14 UNITED	STATES S	SECU:	RITIES A	AND EXC	СНА	NGE C	OMMISSION	_	APPROVAL	=
Cl. L.					, D.C. 20		-,		Number:	3235-0	
Check to if no lor	nger	MENIT OF	NT OF CHANGES IN BENEFICIAL OWN						Expires:	January 2	/ 31, 2005
subject Section Form 4	16.	MENI OF	CHAI		RITIES	CIA	NEKSHIP OF	Estimated burden he response	d average ours per	0.5	
Form 5 obligation may con See Inst	ons section 17	(a) of the Pu	ublic U	Jtility Ho		pany	Act of	e Act of 1934, 1935 or Sectio	on		
Print or Type	Responses)										
	Address of Reporting	5	Symbol		d Ticker or			5. Relationship of Issuer	f Reporting P	erson(s) to	
				AD/ [MA]	TERNAT R]	ION.	AL	(Che	ck all applical	ole)	
(Month				Date of Earliest Transaction onth/Day/Year) /07/2006				_X_ Director 10% OwnerX_ Officer (give title Other (specify below)			
104001LI									airman of the		
DETHEOD	(Street)			endment, Donth/Day/Yea	Oate Original			6. Individual or J Applicable Line) _X_ Form filed by Form filed by !	One Reporting	Person	
DETHESD	OA, MD 20817							Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative S	Securi	ities Acq	uired, Disposed o	f, or Benefic	ially Owned	
1.Title of Security (Month/Day/Year) 2. Transaction Date 2A. Deemed Execution Date, any (Month/Day/Year) (Month/Day/Year)			rate, if Transaction Disposed of (D) Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported Transaction(s)	urities Ownership Inc eficially Form: Be ned Direct (D) Oc owing or Indirect (Ir orted (I) nsaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	f	
Class A				Code V	Amount	(D)	Price \$	(Instr. 3 and 4)			
Common Stock	09/07/2006			S	150,000	D	37.15 (1)	508,720	I	Beneficia 1	ry
Class A Common Stock								778,567	D		
Class A Common								770,960	I (2)	Beneficia 2	ry

By

Corporation

10,827,960 I (2)

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Stock						
Class A Common Stock	13,200,000	I	By Ltd Partnership - TPV			
Class A Common Stock	320,000	I (2)	LP Partnership			
Class A Common Stock	19,468	I (2)	Sp Trustee 1			
Class A Common Stock	19,468	I (2)	Sp Trustee 2			
Class A Common Stock	10,108	I (2)	Sp Trustee 3			
Class A Common Stock	31,210	I (2)	Spouse			
Class A Common Stock	54,286	I (2)	Trustee 1			
Class A Common Stock	44,822	I (2)	Trustee 2			
Class A Common Stock	32,646	I (2)	Trustee 3			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.						

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired				Follo
					(A) or				Repo
					Disposed				Trans
					of (D)				(Instr

SEC 1474

(9-02)

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(Instr. 3, 4, and 5)

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	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 09/11/2006

**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 \$37.19 and the lowest price at which shares were sold was \$37.14.
- (2) 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. 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.

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