### Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

MARRIOTT INTERNATIONAL INC /MD/ Form 4

September 2	25, 2006											
FORM							NCE		N T		APPROVA	۹L
Washington, D.C. 20549										OMB Number:		
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL							UNEDSHID O	F	Expires:	Janua	ry 31, 2005	
subject Section	10	IENI OF	CHAN	SECUE		ICI	AL UV	VNEKSHIP U			d average	
Form 4				SLeel						burden h response	•	0.5
Form 5								ge Act of 1934	,			
obligati may cor				•	•	-	•	of 1935 or Sect	ion			
<i>See</i> Inst 1(b).	ruction	30(h) o	f the In	ivestment	Compai	ny Ao	ct of 19	940				
(Print or Type	Responses)											
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading 5. Relationship of								of R	eporting P	Person(s) to		
Harrison D	eborah Marriott		Symbol					Issuer				
				IARRIOTT INTERNATIONAL NC /MD/ [MAR]				(Check all applicable)				
(Last)	(First) (N			f Earliest T	ransaction			Director	iva tit		0% Owner	7
				th/Day/Year) 1/2006				Officer (give title _X_ Other (specify below) below) Member of 13(d) group				
101001121						_					-	
	(Street)			endment, Da nth/Day/Yea	-	al		6. Individual or Applicable Line)		it/Group F	iling(Check	
BETHESD	A, MD 20817	-	neu(ino	nuis Duy, i cu	.,			_X_ Form filed b Form filed by Person	oy On			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Ao	cquired, Disposed	l of, d	or Benefic	ially Owne	d
1.Title of	2. Transaction Date	2A. Deemee	d	3.	4. Securi	ties A	cquired	5. Amount of	6.		7. Nature o	of
Security	(Month/Day/Year)		Date, if	Transactio Code	on(A) or Di (D)	spose	d of	Securities Beneficially		nership	Indirect Beneficial	
(Instr. 3) any (Month/Day								Owned	(D)	or	Ownership	)
								Following Reported		irect (I) str. 4)	(Instr. 4)	
						(A) or		Transaction(s)	(111.	,u. 1)		
				Code V	Amount		Price	(Instr. 3 and 4)				
Class A	00/01/0007				6.006		\$	00 (04 (1)	Ŧ		D C	(1)
Common Stock	09/21/2006			М	6,826	A	2.99	90,604 <u>(1)</u>	Ι		By Spou	se <u>(1)</u>
Class A												
Common Stock								630,750 <u>(2)</u>	D			
Class A											D 1065	
Common								798,940 <u>(3)</u>	Ι		By 1965 Trusts	
Stock											110303	
Class A								688,340 <u>(4)</u>	Ι		By 1974	
Common											Trust	

Stock			
Class A Common Stock	13,200,000 (6)	I	By Thomas Point Ventures, L.P.
Class A Common Stock	10,827,960 (5)	Ι	By JWM Family Enterprises, L.P.
Class A Common Stock	40	Ι	By Minor Child
Class A Common Stock	9,600	I	Trustee 1 of Trust f/b/o her child
Class A Common Stock	8,406	I	Trustee 2 of Trust f/b/o her child
Class A Common Stock	2,430	I	Trustee 3 of Trust f/b/o her child
Class A Common Stock	13,310	I	Trustee 4 of Trust f/b/o her child
Class A Common Stock	76,116	I	Trustee 5 of Trust f/b/o her child
Class A Common Stock	72,942	I	Trustee 6 of Trust f/b/o her child
Class A Common Stock	56,622	I	Trustee 7 of Trust f/b/o her child
Class A Common Stock	54,312	Ι	Trustee 8 of Trust f/b/o her child
Class A Common Stock	47,536	I	Trustee 9 of Trust f/b/o her child

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

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#### 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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
Employee Stock Option	\$ 2.99	09/21/2006		М		6,826	10/03/1995	10/03/2006	Class A Common Stock	6,826

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
F	Director	10% Owner	Officer	Other				
Harrison Deborah Marriott 10400 FERNWOOD ROAD BETHESDA, MD 20817				Member of 13(d) group				
Signatures								

# ıyı

By: Ward R. Cooper, 09/22/2006 Attorney-In-Fact

\*\*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.
- (2) Includes 12,620 shares owned jointly with her husband Ronald T. Harrison.
- Shares held in two 1965 Trusts for the benefit of Deborah Marriott Harrison. J.Willard Marriott, Jr., Deborah Marriott Harrison's father, (3)and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees.
- Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, (4) and an unrelated person are trustees.

Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. (5) Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting

person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of her pecuniary interest therein.

(6)

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Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of her 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.