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

#### MARRIOTT INTERNATIONAL INC /MD/

Form 4

November 01, 2006

### FORM 4

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

**OMB** 

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

Section 16. Form 4 or Form 5

**SECURITIES** 

2005 Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

(C:tr.)

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAW WILLIAM JOSEPH	2. Issuer Name <b>and</b> 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	3. Date of Earliest Transaction (Month/Day/Year) 10/30/2006	Director 10% Owner Officer (give title Other (specify below)  President and COO		
(Street)	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		
BETHESDA, MD 20817		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative S	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y 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. Securitie for Disposed (Instr. 3, 4	d of (D	))	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)
Class A Common Stock	10/30/2006		M	130,244	A	\$ 12.41	387,330	D	
Class A Common Stock	10/30/2006		S	130,244	D	\$ 41.94 (1)	257,086	D	

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

(7:n)

(State)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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. Transactic Code (Instr. 8)	5. Number of or 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 Amour Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Class A Employee Stock Option (Right to buy)	\$ 12.41	10/30/2006		M		130,244	02/06/2005(2)	02/06/2007	Class A Common Stock	130

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHAW WILLIAM JOSEPH 10400 FERNWOOD ROAD BETHESDA, MD 20817

President and COO

### **Signatures**

By: Ward R. Cooper, 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) Represents the weighted average sale price. The highest price at which shares were sold was \$41.99 and the lowest price at which shares were sold was \$41.86.
- (2) The options vest in four equal installments on each of the first four anniversaries of the February 6, 1997 grant date.

10/31/2006

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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