Edgar Filing: MARRIOTT RICHARD E - Form 4

MARRIOTT RICHARD E

Form 4

December 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

January 31, 2005

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obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

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

below)

(Check all applicable)

(Last)

(First)

(Street)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

Director Officer (give title _X__ 10% Owner _ Other (specify

10400 FERNWOOD ROAD

12/06/2006

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

BETHESDA, MD 20817

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	iired, 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D) Price	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	12/06/2006		S	12,600	D	\$ 46.56 (1)	343,156	I	Trustee 17
Class A Common Stock	12/07/2006		S	77,400	D	\$ 46.45 (2)	265,756	I	Trustee 17
Class A Common Stock							20,838,142	D	
Class A Common							3,382,692	I	Other

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Stock			
Class A Common Stock	275,866	I	Spouse
Class A Common Stock	1,994,954	I	Spouse Trustee
Class A Common Stock	770,960	I	Trustee 1
Class A Common Stock	6,198,078	I	Trustee 19
Class A Common Stock	785,000	I	Trustee 2
Class A Common Stock	588,766	I	Trustee 3
Class A Common Stock	786,960	I	Trustee 4
Class A Common Stock	798,940	I	Trustee 5
Class A Common Stock	696,508	I	Trustee 6
Class A Common Stock	735,000	I	Trustee 7
Class A Common Stock	787,220	I	Trustee 8

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

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SEC 1474

(9-02)

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

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	. Title of	2.	3. Transaction Date (Month/Day/Year)		4.	5.	6. Date Exerc		7. Title and	8. Price of	9. Nu Derix
5	Derivative Security Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	(Month/Day/Year)	Transacti Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I		Amount of Underlying Securities (Instr. 3 and 4	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
					Code V		Date Exercisable	Expiration Date	Title Amour or Number of	er	

Reporting Owners

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

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 \$46.60 and the lowest price at which shares were sold was \$46.55.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$46.50 and the lowest price at which shares were sold was \$46.40.

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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