

MARRIOTT INTERNATIONAL INC /MD/
Form SC 13D
May 26, 2006

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

SCHEDULE 13D

Information to be included in statements filed pursuant to Rule 13d-1(a) and amendments thereto filed pursuant to Rule 13d-2(a)

Under the Securities Exchange Act of 1934

MARRIOTT INTERNATIONAL, INC.
(Name of Issuer)

Class A Common Stock, \$0.01 par value
(Title of Class of Securities)

571903103
(CUSIP Number)

Ralph W. Hardy, Jr.
Dow Lohnes PLLC
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036 (202) 776-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 26, 2006
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 571903103

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NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITLED TO FILE)

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

3 SEC USE ONLY SEC USE ONLY

4 SOURCE OF FUNDS

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES
BENEFICIALLY
OWNED BY
REPORTING PERSON
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14 TYPE OF REPORTING PERSON

+ On April 28, 2006, Marriott International, Inc. announced a two-for-one stock split in the form record date of May 18, 2006 and a payment date of June 9, 2006. All share amounts presented in the footnotes give effect to the two-for-one stock split.

* Includes the following: (a) 5,949,354 shares held by 16 trusts for the benefit of the children of the reporting person's brother, J.W. Marriott, Jr., for which J.W. Marriott, Jr. and Richard E. Marriott serve as co-trustees; (b) 6,198,078 shares held by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which J.W. Marriott, Jr. and Richard E. Marriott serve as co-trustees; (c) 6,198,078 shares held by a charitable annuity trust created by the will of the reporting person's brother, J.W. Marriott, Jr., for which J.W. Marriott, Jr. and Richard E. Marriott have a remainder interest and for which they serve as co-trustees; (d) 275,866 shares held by two trusts established for the benefit of J.W. Marriott Jr., for which Richard E. Marriott serves as co-trustee; (e) 275,866 shares owned by Richard E. Marriott's wife (Richard E. Marriott disclaims beneficial interest); (f) 2,102,954 shares owned by four trusts for the benefit of Richard E. Marriott's children, for which Richard E. Marriott is co-trustee; (g) 3,382,692 shares owned by First Media, L.P., a limited partnership whose general partner is Richard E. Marriott; and (h) 72,654 shares owned by the Richard E. Marriott Trust, in which Richard E. Marriott and his wife serve as directors and officers.

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** The denominator is based on (i) 413,906,314 shares of Class A Common Stock outstanding as of the reporting date of the Form 10-Q of Marriott International, Inc. for the quarter ended March 24, (2006) one stock split.

Schedule 13D

Item 1. Security and Issuer

This Schedule 13D (this "Schedule 13D") relates to the Class A Common Stock, par value \$10.00 per share (the "Common Stock"), of Marriott International, Inc., a Delaware corporation ("Marriott"). On April 28, 2006, Marriott effected a two-for-one stock split in the form of a stock dividend, with a record date of May 18, 2006 and a payment date of May 19, 2006. Unless otherwise indicated, all Class A Common Stock amounts presented in this Schedule 13D give effect to this split.

The principal executive offices of Marriott are located at 10400 Fernwood Road, Bethesda, Maryland 20814.

Item 2. Identity and Background

This Schedule 13D is being filed by Richard E. Marriott and supersedes the Schedule 13D filed with the Securities and Exchange Commission on April 9, 1998 by J.W. Marriott, Jr. and Richard E. Marriott with respect to the Class A Common Stock. Mr. Marriott is the Chairman of the Board of Host Hotels and Resorts, Inc. a real estate investment trust in the hotel and resort industry. Mr. Marriott's business address is c/o Host Hotels and Resorts, Inc., 10400 Fernwood Road, Bethesda, Maryland 20814.

During the last five years, Mr. Marriott has not been convicted in any criminal case (including, but not limited to, securities law violations or similar misdemeanors) and has not been a party to any civil proceeding of a judicial or quasi-judicial nature in any competent jurisdiction as the result of which he was or is subject to any judgment, decree or final order of a court of competent jurisdiction, or to any prohibitions or mandating activities subject to, federal or state securities laws, or any other law, or to any civil penalties, or to any other financial or professional sanctions, or to any other financial or professional sanctions, or to any other financial or professional sanctions, or to any other financial or professional sanctions, or to any other financial or professional sanctions, or to any other financial or professional sanctions.

Mr. Marriott is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

The shares of Class A Common Stock reported as beneficially owned by Mr. Marriott were acquired by Mr. Marriott in connection with the initial public offering of Marriott, through open market purchases using personal funds, by means of a gift, gratuitous transfer, or through his former service as an officer, director or employee of Marriott International, Inc.

Item 4. Purpose of Transaction

Mr. Marriott currently has no plans or proposals that relate to or would result in the disposition of the Class A Common Stock reported herein. Items 4(a) through (j). Mr. Marriott holds the securities reported herein for investment purposes and he periodically reviews Marriott's business affairs, general industry and economic conditions, and business opportunities and circumstances, Mr. Marriott may, from time to time, determine to increase or decrease his ownership of the Class A Common Stock.

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Item 5. Interest in Securities of the Issuer

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(a) See Items 7 and 9 of the cover page to this Schedule 13D, which Items are incorporated by reference to the aggregate number of shares and percentage of Class A Common Stock beneficially owned by Mr. Marriott as of the date of the filing of this Schedule 13D, which Items are incorporated by reference to the power to vote or direct the vote or sole power to dispose or to direct the disposition of such shares of Class A Common Stock.

(b) See Items 8 and 10 of the cover page to this Schedule 13D, which Items are incorporated by reference to the aggregate number of shares of Class A Common Stock beneficially owned by Mr. Marriott as of the date of the filing of this Schedule 13D, which Items are incorporated by reference to the vote or direct the vote or shared power to dispose or to direct the disposition of such shares of Class A Common Stock.

The percentage of the Class A Common Stock set forth for Mr. Marriott in this Item 5 is 20.6%, based on 413,906,314 shares of Class A Common Stock, which represents the 206,953,157 shares of Class A Common Stock as of March 14, 2006 reported on the facing page of Marriott's Form 10-Q for the quarter ended March 24, 2006, less a stock split of the Class A Common Stock, payable June 9, 2006 to shareholders of record as of May 18, 2006.

Except as otherwise provided in this Item 5, Mr. Marriott has the sole power to vote or direct the vote or sole power to dispose or to direct the disposition of, the shares of Class A Common Stock deemed to be owned by Mr. Marriott.

(c) Mr. Marriott has effected the following transactions in the Class A Common Stock:

Transaction Type	Date	Number of Shares (2)	Price per Share	Market
Sale(1)	May 1, 2006	27,000	\$73.52(3)	Open Market

- (1) The shares sold in this transaction were held by a trust for which Mr. Marriott's wife serves as trustee.
(2) The number of shares shown in this table has not been adjusted for the announced two-for-one stock split.
(3) Represents the weighted average sales price. The highest price at which shares were sold in this transaction was \$73.50.

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(d) No other person is known to have the right to receive or the power to direct the disposition of, the proceeds from the sale of, the shares of Class A Common Stock referred to in paragraphs (a) and (b) above.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

To the best knowledge of Mr. Marriott, except as disclosed in this Schedule 13D, there are no contracts, arrangements, understandings or relationships (legal or otherwise) with respect to the Class A Common Stock.

Item 7. Material to be Filed as Exhibits

Not applicable.

Schedule 13D

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that this statement is true, complete and correct.

May 26, 2006

Date

By: /s/ Richard E.

Richard E. Marr