

MARRIOTT INTERNATIONAL INC /MD/  
 Form 4  
 March 16, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARRIOTT J W JR**

2. Issuer Name and 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**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/14/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

**BETHESDA, MD 20817**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Class A Common Stock            | 03/14/2006                           |  | M                              | 37,602  | A \$ 5.97   | 2,295,766  | D   |
| Class A Common Stock            | 03/14/2006                           |  | S <sup>(1)</sup>               | 37,602  | D \$ 67.56  | 2,258,164  | D   |
| Class A Common Stock            |                                      |  |                                |   |   | 217,878  | I Beneficiary   |
| Class A Common                  |                                      |  |                                |   |   | 6,600,000  | I By Ltd Partnership                                  |

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|                            |           |   |                |
|----------------------------|-----------|---|----------------|
| Stock                      |           |   |                |
| Class A<br>Common<br>Stock | 5,413,980 | I | By-Corp        |
| Class A<br>Common<br>Stock | 160,000   | I | GP/Partnership |
| Class A<br>Common<br>Stock | 1,332,534 | I | Sp Trustee 1   |
| Class A<br>Common<br>Stock | 7,702     | I | Sp Trustee 2   |
| Class A<br>Common<br>Stock | 8,252     | I | Sp Trustee 3   |
| Class A<br>Common<br>Stock | 8,252     | I | Sp Trustee 4   |
| Class A<br>Common<br>Stock | 9,734     | I | Sp Trustee 5   |
| Class A<br>Common<br>Stock | 9,734     | I | Sp Trustee 6   |
| Class A<br>Common<br>Stock | 5,054     | I | Sp Trustee 7   |
| Class A<br>Common<br>Stock | 139,735   | I | Spouse         |
| Class A<br>Common<br>Stock | 385,480   | I | Trustee 1      |
| Class A<br>Common<br>Stock | 3,099,039 | I | Trustee 19     |
| Class A<br>Common<br>Stock | 392,500   | I | Trustee 2      |
| Class A<br>Common<br>Stock | 294,383   | I | Trustee 3      |

|                            |         |   |           |
|----------------------------|---------|---|-----------|
| Class A<br>Common<br>Stock | 393,480 | I | Trustee 4 |
| Class A<br>Common<br>Stock | 399,470 | I | Trustee 5 |
| Class A<br>Common<br>Stock | 348,254 | I | Trustee 6 |
| Class A<br>Common<br>Stock | 367,500 | I | Trustee 7 |
| Class A<br>Common<br>Stock | 393,610 | 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)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |        |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|--------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title                               |        |
| Class A<br>Employee<br>Stock<br>Option<br>(Right to<br>buy) | \$ 5.97  | 03/14/2006                              |   | M                                    | 37,602   | <u>(2)</u>   | 10/03/2006  | Class A<br>Common<br>Stock          | 37,602 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

MARRIOTT J W JR  
10400 FERNWOOD ROAD X X Chairman & CEO  
BETHESDA, MD 20817

## Signatures

By: Ward R. Cooper, 03/15/2006  
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) Represents the weighted average sale price. The highest price at which shares were sold was \$67.61 and the lowest price at which shares were sold was \$67.55.

(2) The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991 grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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