

MARRIOTT INTERNATIONAL INC /MD/
Form 4
August 07, 2007

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 Stephen G

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)
08/06/2007

____ Director
____ Officer (give title below) Other (specify below)
13D Group Owning more than 10%

BETHESDA, MD 20817

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 08/06/2007 | | M | | 2,642 | A | \$ 3.6 |
| Class A Common Stock | 08/06/2007 | | S | | 2,642 | D | \$ 41.69 <u>(1)</u> |
| Class A Common Stock | 08/06/2007 | | M | | 2,642 | A | \$ 3.66 |
| Class A Common | 08/06/2007 | | S | | 2,642 | D | \$ 41.69 |

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| Stock | <u>(2)</u> | | |
|----------------------------|------------|---|---|
| Class A Common Stock | 2,778 | I | 401(k) account |
| Class A Common Stock | 787,220 | I | By 1965 Trusts |
| Class A Common Stock | 552,220 | I | By 1974 Trust |
| Class A Common Stock | 10,827,960 | I | By JWM Family Enterprises, L.P. <u>(3)</u> |
| Class A Common Stock | 43,230 | I | By Spouse |
| Class A Common Stock | 13,200,000 | I | By Thomas Point Ventures, L.P. <u>(4)</u> |
| Class A Common Stock | 15,404 | I | Sp Trustee 1 for Trust f/b/o his child |
| Class A Common Stock | 16,504 | I | Sp Trustee 2 for Trust f/b/o his child |
| Class A Common Stock | 16,504 | I | Sp Trustee 3 for Trust f/b/o his child |
| Class A Common Stock | 74,607 | I | Trustee 1 of Trust f/b/o his child |
| Class A Common Stock | 62,827 | I | Trustee 2 of Trust f/b/o his child |
| Class A Common Stock | 53,511 | I | Trustee 3 of Trust f/b/o his child <u>(5)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 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. Transaction Code (Instr. 8) | 5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option | \$ 3.6 | 08/06/2007 | | M | 2,642 | (6) 10/20/2007 | Class A Common Stock | 2,642 |
| Employee Stock Option | \$ 3.66 | 08/06/2007 | | M | 2,642 | (6) 10/20/2007 | Class A Common Stock | 2,642 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Marriott Stephen G 10400 FERNWOOD ROAD BETHESDA, MD 20817 | | | | 13D Group Owning more than 10% |

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

08/07/2007

**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 \$42.22 and the lowest price at which shares were sold was \$41.50.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$42.20 and the lowest price at which shares were sold was \$41.50.

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Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.

- (3) Stephen Garff Marriott 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 his pecuniary interest therein.

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.

- (4) Stephen Garff Marriott 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 his pecuniary interest therein.
- (5) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (6) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 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.

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.