

MARRIOTT INTERNATIONAL INC /MD/
Form 4
February 15, 2005

FORM 4

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

OMB APPROVAL

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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)
02/11/2005

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

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 Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Price				
				Code	V	Amount			
Class A Common Stock	02/11/2005		S	10,900	D	\$ 63.8	381,600	I	Trustee 7
Class A Common Stock	02/11/2005		S	1,000	D	\$ 63.81	380,600	I	Trustee 7
Class A Common Stock	02/11/2005		S	1,100	D	\$ 63.82	379,500	I	Trustee 7
Class A Common	02/11/2005		S	1,000	D	\$ 63.83	378,500	I	Trustee 7

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Stock								
Class A Common Stock	02/11/2005	S	1,000	D	\$ 63.84	377,500	I	Trustee 7
Class A Common Stock	02/11/2005	S	10,000	D	\$ 63.9	367,500	I	Trustee 7
Class A Common Stock						2,185,185	D	
Class A Common Stock						269,878	I	Beneficiary
Class A Common Stock						6,600,000	I	By Ltd Partnership
Class A Common Stock						5,413,980	I	By-Corp
Class A Common Stock						160,000	I	GP/Partnership
Class A Common Stock						1,340,534	I	Sp Trustee 1
Class A Common Stock						7,702	I	Sp Trustee 2
Class A Common Stock						8,252	I	Sp Trustee 3
Class A Common Stock						8,252	I	Sp Trustee 4
Class A Common Stock						9,734	I	Sp Trustee 5
Class A Common Stock						9,734	I	Sp Trustee 6
Class A Common Stock						5,054	I	Sp Trustee 7

Class A Common Stock	139,735	I	Spouse
Class A Common Stock	393,480	I	Trustee 1
Class A Common Stock	3,196,600	I	Trustee 19
Class A Common Stock	392,500	I	Trustee 2
Class A Common Stock	334,145	I	Trustee 3
Class A Common Stock	393,480	I	Trustee 4
Class A Common Stock	399,470	I	Trustee 5
Class A Common Stock	368,624	I	Trustee 6
Class A Common Stock	393,610	I	Trustee 8

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.

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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. 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
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