

MARRIOTT INTERNATIONAL INC /MD/
 Form 4
 October 25, 2006

FORM 4

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

OMB APPROVAL

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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)
10/23/2006

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 | 10/23/2006 | | M | 495,366 | A \$ 12.41 | 5,083,840 | D |
| Class A Common Stock | 10/23/2006 | | S | 495,366 | D \$ 41.73 | 4,588,474 | D |
| Class A Common Stock | | | | | | 355,756 | I Beneficiary ⁽²⁾ |
| Class A Common | | | | | | 13,200,000 | I By Ltd Partnership - |

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| Stock | | | TPV ⁽²⁾ |
|----------------------------|------------|------------------|----------------------------------|
| Class A Common Stock | 10,827,960 | I | By-Corp ⁽²⁾ |
| Class A Common Stock | 320,000 | I | GP/Partnership ⁽²⁾ |
| Class A Common Stock | 2,412,568 | I ⁽²⁾ | Sp Trustee 1 |
| Class A Common Stock | 15,404 | I | Sp Trustee 2 ⁽²⁾ |
| Class A Common Stock | 16,504 | I | Sp Trustee 3 ⁽²⁾ |
| Class A Common Stock | 16,504 | I | Sp Trustee 4 ⁽²⁾ |
| Class A Common Stock | 19,468 | I | Sp Trustee 5 ⁽²⁾ |
| Class A Common Stock | 19,468 | I | Sp Trustee 6 ⁽²⁾ |
| Class A Common Stock | 10,108 | I | Sp Trustee 7 ⁽²⁾ |
| Class A Common Stock | 279,470 | I | Spouse ⁽²⁾ |
| Class A Common Stock | 770,960 | I | Trustee 1 ⁽²⁾ |
| Class A Common Stock | 6,198,078 | I | Trustee 19 ⁽²⁾ |
| Class A Common Stock | 785,000 | I | Trustee 2 ⁽²⁾ |
| Class A Common Stock | 588,766 | I | Trustee 3 ⁽²⁾ |

| | | | |
|----------------------------|---------|---|----------------------|
| Class A Common Stock | 786,960 | I | Trustee 4 <u>(2)</u> |
| Class A Common Stock | 798,940 | I | Trustee 5 <u>(2)</u> |
| Class A Common Stock | 696,508 | I | Trustee 6 <u>(2)</u> |
| Class A Common Stock | 735,000 | I | Trustee 7 <u>(2)</u> |
| Class A Common Stock | 787,220 | I | Trustee 8 <u>(2)</u> |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number Shares |
| Class A Employee Stock Option (Right to buy) | \$ 12.41 | 10/23/2006 | | M | 495,366 | <u>(3)</u> 02/06/2007 | Class A Common Stock 495,366 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | X | Chairman & CEO | |

MARRIOTT J W JR
10400 FERNWOOD ROAD
BETHESDA, MD 20817

Signatures

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

10/24/2006

__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 \$41.83 and the lowest price at which shares were sold was \$41.61.
- (2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The options vest in four equal installments on each of the first four anniversaries of the 2/6/1997 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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