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MARRIOT Form 4	T RICHARD E									
FORN	ЛЛ	STATES					NGE C	OMMISSION	ОМВ	APPROVAL 3235-0287
Washington, D.C. 2Check this box if no longer subject to Section 16.STATEMENT OF CHANGES IN BENE SECURITIESForm 4 or Form 5 obligations 					I BENEFI RITIES he Securit lding Corr	I CIA ies E	xchange Act of	e Act of 1934, 1935 or Sectio	Number: Expires: Estimated burden ho response	January 31, 2005 d average burs per
(Print or Type	Responses)									
	Address of Reporting	g Person <u>*</u>	Symbol MARF		nd Ticker or TERNAT R]			5. Relationship of Issuer (Cheo	f Reporting Po ck all applicat	
				e of Earliest Transaction n/Day/Year) /2004				Director Officer (give below)		0% Owner ther (specify
BETHESD	(Street) DA, MD 20817			endment, D onth/Day/Yea	Date Original ar)			6. Individual or Jo Applicable Line) _X_ Form filed by M Form filed by M Person	One Reporting	Person
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative S	Securi	ities Acqu	uired, Disposed o	f, or Benefici	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	onor Disposed (Instr. 3, 4 a	d of (E and 5) (A) or))	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)
Class A Common Stock	12/23/2004			Code V S	Amount 158,400	(D) D	Price \$ 63.25	206,800	Ι	Beneficiary
Class A Common Stock	12/23/2004			S	100	D	\$ 63.3	206,700	Ι	Beneficiary
Class A Common Stock	12/23/2004			S	1,700	D	\$ 63.31	205,000	Ι	Beneficiary
Class A Common								10,489,877	D	

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Stock			
Class A Common Stock	1,791,446	I	Other
Class A Common Stock	137,604	I	Spouse
Class A Common Stock	1,162,278	I	Spouse Trustee
Class A Common Stock	393,480	I	Trustee 1
Class A Common Stock	269,878	I	Trustee 17
Class A Common Stock	3,311,234	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	392,500	I	Trustee 7
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 (9-02)

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required to respond unless the form displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,			Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARRIOTT RICHARD E 10400 FERNWOOD ROAD BETHESDA, MD 20817		Х					
Signatures							
By: Dorothy M. Ingalls, Attorney-In-Fact		12/27	/2004				
**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).

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.