

MARRIOTT INTERNATIONAL INC /MD/  
Form 4  
March 07, 2005

**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 \*  
MCCARTHY ROBERT

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)  
03/03/2005

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive VP

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) | (A) or (D) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount     | Price   |  |   |
| Class A Common Stock            | 03/03/2005                           |  | M                              |   | 5,504      | \$ 31.04  | 10,901   | D   |
| Class A Common Stock            | 03/03/2005                           |  | S                              |   | 800        | \$ 65.55  | 10,101   | D   |
| Class A Common Stock            | 03/03/2005                           |  | M                              |   | 5,504      | \$ 30.54  | 15,605   | D   |
| Class A Common                  | 03/03/2005                           |  | S                              |   | 11,308     | \$ 65.54  | 4,297  | D   |

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|                            |            |   |        |   |             |        |  |   |
|----------------------------|------------|---|--------|---|-------------|--------|--|---|
| Stock                      |            |   |        |   |             |        |  |   |
| Class A<br>Common<br>Stock | 03/03/2005 | M | 28,125 | A | \$<br>31.82 | 32,422 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 3,100  | D | \$ 65.6     | 29,322 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 600    | D | \$<br>65.72 | 28,722 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 500    | D | \$<br>65.71 | 28,222 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 100    | D | \$<br>65.76 | 28,122 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 147    | D | \$<br>65.67 | 27,975 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 14,100 | D | \$<br>65.62 | 13,875 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 100    | D | \$<br>65.47 | 13,775 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 500    | D | \$<br>65.48 | 13,275 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 200    | D | \$<br>65.49 | 13,075 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 700    | D | \$ 65.5     | 12,375 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 400    | D | \$<br>65.57 | 11,975 |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 3,900  | D | \$<br>65.58 | 8,075  |  | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 2,200  | D | \$<br>65.59 | 5,875  |  | D |

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|                            |            |   |     |   |             |       |   |
|----------------------------|------------|---|-----|---|-------------|-------|---|
| Class A<br>Common<br>Stock | 03/03/2005 | S | 625 | D | \$<br>65.63 | 5,250 | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 804 | D | \$<br>65.64 | 4,446 | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 300 | D | \$<br>65.65 | 4,146 | D |
| Class A<br>Common<br>Stock | 03/03/2005 | S | 100 | D | \$<br>65.68 | 4,046 | D |

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 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 or Number of Shares                              |
| Class A Employee Stock Option (Right to buy) | \$ 31.82   | 03/03/2005                           |  | M                              | 28,125  | <u>(1)</u> 11/01/2011                                    | Class A Common Stock 28,125                                   |
| Class A Employee Stock Option (Right to buy) | \$ 31.04   | 03/03/2005                           |  | M                              | 5,504   | <u>(2)</u> 11/06/2012                                    | Class A Common Stock 5,504                                    |
| Class A Employee Stock                       | \$ 30.54   | 03/03/2005                           |  | M                              | 5,504   | <u>(2)</u> 11/06/2012                                    | Class A Common Stock 5,504                                    |

Option  
(Right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |              |       |
|--|---------------|-----------|--------------|-------|
|  | Director      | 10% Owner | Officer      | Other |
| MCCARTHY ROBERT<br>10400 FERNWOOD ROAD<br>BETHESDA, MD 20817 |               |           | Executive VP |       |

## Signatures

By: Dorothy M. Ingalls,  
Attorney-In-Fact

03/04/2005

\_\_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) The options vest in four equal installments on each of the first four anniversaries of the November 1, 2001 grant date.
- (2) The options vest in four equal installments on each of the first four anniversaries of the November 6, 1997 grant date.

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