

MARRIOTT INTERNATIONAL INC /MD/

Form 4

October 12, 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 JOHN W III

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)  
10/10/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
EVP, Lodging

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 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	10/10/2005		M	3,303 A \$ 17.03	406,765	D	
Class A Common Stock	10/10/2005		M	3,303 A \$ 16.75	410,068	D	
Class A Common Stock	10/10/2005		S	1,900 D \$ 62.63	408,168	D	
Class A Common	10/10/2005		S	200 D \$ 62.66	407,968	D	

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Stock									
Class A Common Stock	10/10/2005	S	500	D	\$ 62.7	407,468	D		
Class A Common Stock	10/10/2005	S	500	D	\$ 62.71	406,968	D		
Class A Common Stock	10/10/2005	S	503	D	\$ 62.72	406,465	D		
Class A Common Stock	10/10/2005	S	200	D	\$ 62.73	406,265	D		
Class A Common Stock	10/10/2005	S	2,500	D	\$ 62.77	403,765	D		
Class A Common Stock	10/10/2005	S	303	D	\$ 62.78	403,462	D		
Class A Common Stock	10/10/2005	M	3,200	A	\$ 25.1	406,662	D		
Class A Common Stock	10/10/2005	S	2,800	D	\$ 62.8	403,862	D		
Class A Common Stock	10/10/2005	S	200	D	\$ 62.82	403,662	D		
Class A Common Stock	10/10/2005	S	200	D	\$ 62.83	403,462	D		
Class A Common Stock						329,360	I	Beneficiary 1	
Class A Common Stock						385,480	I	Beneficiary 2	
Class A Common Stock						5,413,980	I	By Corporation	
Class A Common Stock						160,000	I	LP Partnership	

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Class A Common Stock	9,734	I	Sp Trustee 1
Class A Common Stock	9,734	I	Sp Trustee 2
Class A Common Stock	5,054	I	Sp Trustee 3
Class A Common Stock	15,605	I	Spouse
Class A Common Stock	25,877	I	Trustee 1
Class A Common Stock	21,145	I	Trustee 2
Class A Common Stock	15,057	I	Trustee 3

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

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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. Amount or Number of Shares
Class A Employee Stock Option	\$ 17.03	10/10/2005		M	3,303	<u>(1)</u> 11/02/2010	Class A Common Stock	3,303

