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MARRIOTT INTERNATIONAL INC /MD/

Form 8-K

February 01, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Under Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 1, 2002

MARRIOTT INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

1-13881  
(Commission File No.)

52-2055918  
(IRS Employer Identification No.)

10400 Fernwood Road, Bethesda, Maryland 20817  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (301) 380-3000

Item 5. Other Events and Regulation FD Disclosure

The following holders of Liquid Yield Option Notes(Zero Coupon - Senior) due 2021 ("LYONs") of Marriott International, Inc. ("Marriott") bearing CUSIP No. 571903AA1, and the shares of Marriott's Class A common stock, par value \$0.01 per share, issuable upon conversion or redemption of the LYONs have notified Marriott that they beneficially own the principal amounts at maturity of LYONs shown below, which they may from time to time offer and sell pursuant to Marriott's Registration Statement under the Securities Act of 1933, as amended, on Form S-3 (File No. 333-66406) relating to the LYONs and the Prospectus dated December 12, 2001, as supplemented from time to time, included therein (the "Prospectus"):

Name	Aggregate Principal Amount of LYONs at Maturity that May be Sold	Percentage of LYONs Outstanding	Number of Shares of Common Stock that May be Sold(1)
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AmerUs Life Insurance Company	2,000,000	*	27,057
Conseco Annuity Assurance			
Multi-Bucket Annuity Convertible Bond			
Fund	1,500,000	*	20,292
Credit Suisse First Boston Corp.	3,500,000	*	47,349
Credit Suisse First Boston, London			
Branch	57,991,000	12.34	784,531
HSBC as Trustee for Zola Managed Trust	1,500,000	*	20,292
IL Annuity and Insurance Company	7,000,000	1.49	94,699
JC Penny Insurance Co. Group	4,000,000	*	54,114
JP Morgan Securities Inc.	3,000,000	*	40,585
Lyxor Master Fund	1,500,000	*	20,292
Merrill Lynch International Limited	22,000,000	4.68	297,627
Merrill Lynch Pierce Fenner & Smith			
Inc.	4,955,000	1.05	67,033
Quattro Fund	2,000,000	*	27,057
Salomon Brothers Asset Management,			
Inc.	6,000,000	1.28	81,171
Transamerica Life Insurance and			
Annuity Co.	31,000,000	6.56	419,383
UBS Warburg LLC(3)	11,060,000	2.35	149,625
Zurich Institutional Benchmarks			
Management	1,750,000	*	23,674

\* Less than 1%.

1. Assumes conversion of all of the holder's LYONs at a conversion rate of 13.5285 shares of common stock per \$1,000 principal amount at maturity of the LYONs, rounded down to the nearest whole number of shares. However, this conversion rate will be subject to adjustment as described in the Prospectus under the caption "Description of LYONs--Conversion Rights." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.
2. Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 241,018,255 shares of common stock outstanding as of November 2, 2001. In calculating this amount for each holder, Marriott treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's LYONs but did not assume conversion of any other holder's LYONs.
3. An increase of \$2,500,000 over the \$8,560,000 previously disclosed to Marriott.

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## SIGNATURES

Under the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

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By: /s/ Ward R. Cooper

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Ward R. Cooper, Assistant  
Secretary

Date: February 1, 2002