

MARRIOTT INTERNATIONAL INC /MD/
 Form 4
 December 23, 2004

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 *
 SHAW WILLIAM JOSEPH

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)
 12/21/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	10/07/2004		G	V	12,000	D	\$ 0 132,665
Class A Common Stock	12/14/2004		G	V	3,500	D	\$ 0 129,165
Class A Common Stock	12/21/2004		M		61,646	A	\$ 11.93 190,811
Class A Common	12/21/2004		M		61,646	A	\$ 11.74 252,457

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Stock							
Class A Common Stock	12/21/2004	S	107,946	D	\$ 62.75	144,511	D
Class A Common Stock	12/21/2004	S	1,800	D	\$ 62.76	142,711	D
Class A Common Stock	12/21/2004	S	500	D	\$ 62.77	142,211	D
Class A Common Stock	12/21/2004	S	1,300	D	\$ 62.8	140,911	D
Class A Common Stock	12/21/2004	S	600	D	\$ 62.81	140,311	D
Class A Common Stock	12/21/2004	S	100	D	\$ 62.83	140,211	D
Class A Common Stock	12/21/2004	S	1,800	D	\$ 62.85	138,411	D
Class A Common Stock	12/21/2004	S	800	D	\$ 62.86	137,611	D
Class A Common Stock	12/21/2004	S	3,200	D	\$ 62.87	134,411	D
Class A Common Stock	12/21/2004	S	400	D	\$ 62.88	134,011	D
Class A Common Stock	12/21/2004	S	3,400	D	\$ 62.9	130,611	D
Class A Common Stock	12/21/2004	S	200	D	\$ 63.07	130,411	D
Class A Common Stock	12/21/2004	S	1,246	D	\$ 63.08	129,165	D

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

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(9-02)

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. 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)	\$ 11.93	12/21/2004		M	61,646	<u>(1)</u> 10/14/2008	Class A Common Stock 61,646
Class A Employee Stock Option (Right to buy)	\$ 11.74	12/21/2004		M	61,646	<u>(1)</u> 10/14/2008	Class A Common Stock 61,646

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW WILLIAM JOSEPH 10400 FERNWOOD ROAD BETHESDA, MD 20817			President and COO	

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact
Date: 12/22/2004

**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).

(1) The options vested in four equal annual installments on each of the first four anniversaries of the 10/14/1993 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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