

MARRIOTT INTERNATIONAL INC /MD/  
 Form 4  
 September 09, 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 J W JR

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)  
 09/07/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman & CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	09/07/2005		S		51,300	D	\$ 64 2,133,885
Class A Common Stock	09/07/2005		S		3,500	D	\$ 64.01 2,130,385
Class A Common Stock	09/07/2005		S		700	D	\$ 64.03 2,129,685
Class A Common	09/07/2005		S		3,182	D	\$ 64.06 2,126,503

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Stock

Class A  
Common Stock 09/07/2005 M 124,659 A \$ 3.19 2,251,162 D

Class A  
Common Stock 244,878 I Beneficiary

Class A  
Common Stock 6,600,000 I By Ltd Partnership

Class A  
Common Stock 5,413,980 I By-Corp

Class A  
Common Stock 160,000 I GP/Partnership

Class A  
Common Stock 1,340,534 I Sp Trustee 1

Class A  
Common Stock 7,702 I Sp Trustee 2

Class A  
Common Stock 8,252 I Sp Trustee 3

Class A  
Common Stock 8,252 I Sp Trustee 4

Class A  
Common Stock 9,734 I Sp Trustee 5

Class A  
Common Stock 9,734 I Sp Trustee 6

Class A  
Common Stock 5,054 I Sp Trustee 7

Class A  
Common Stock 139,735 I Spouse

Class A  
Common Stock 393,480 I Trustee 1

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Class A Common Stock	3,196,600	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	367,500	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 required to respond unless the form displays a currently valid OMB control number.**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Employee Stock	\$ 3.19	09/07/2005		M	124,659	<u>(1)</u>	10/12/2005	Class A Common Stock	124,659

