

MARRIOTT INTERNATIONAL INC /MD/

Form 4

December 13, 2006

# 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 \*  
Harrison Deborah Marriott

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)  
12/11/2006

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  Other (specify below)  
Member of 13(d) group

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) | 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            | 12/11/2006                           |  | M                              |   | 10,568  | A  | \$ 1.8  |
| Class A Common Stock            | 12/11/2006                           |  | M                              |   | 10,568  | A  | \$ 1.83   |
| Class A Common Stock            |                                      |  |                                |   | 798,940   | (1)  | I   |
| Class A Common Stock            |                                      |  |                                |   | 688,340   | (2)  | I   |
|                                 |                                      |  |                                |   |   |  | By 1965 Trusts  |
|                                 |                                      |  |                                |   |   |  | By 1974 Trust   |

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|                            |                          |   |  |
|----------------------------|--------------------------|---|--|
| Stock                      |                          |   |  |
| Class A<br>Common<br>Stock | 10,827,960<br><u>(3)</u> | I | By JWM<br>Family<br>Enterprises,<br>L.P. |
| Class A<br>Common<br>Stock | 40                       | I | By Minor<br>Child                        |
| Class A<br>Common<br>Stock | 83,778                   | I | By Spouse<br><u>(4)</u>                  |
| Class A<br>Common<br>Stock | 13,200,000<br><u>(5)</u> | I | By Thomas<br>Point<br>Ventures,<br>L.P.  |
| Class A<br>Common<br>Stock | 9,600                    | I | Trustee 1 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 8,406                    | I | Trustee 2 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 2,430                    | I | Trustee 3 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 13,310                   | I | Trustee 4 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 76,116                   | I | Trustee 5 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 72,942                   | I | Trustee 6 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 56,622                   | I | Trustee 7 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 54,312                   | I | Trustee 8 of<br>Trust f/b/o<br>her child |
| Class A<br>Common<br>Stock | 47,536                   | I | Trustee 9 of<br>Trust f/b/o<br>her child |

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

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(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) |                      |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                | Amount or Number of Shares |
|  |  |                                      |  |                                |   | Code   | V   | (A)                  | (D)                        |
| Employee Stock Option                      | \$ 1.8   | 12/11/2006                           |  | M                              | 10,568  | (6)  | 10/20/2007  | Class A Common Stock | 10,568                     |
| Employee Stock Option                      | \$ 1.83  | 12/11/2006                           |  | M                              | 10,568  | (6)  | 10/20/2007  | Class A Common Stock | 10,568                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |                       |
|--|---------------|-----------|---------|-----------------------|
|  | Director      | 10% Owner | Officer | Other                 |
| Harrison Deborah Marriott<br>10400 FERNWOOD ROAD<br>BETHESDA, MD 20817 |               |           |         | Member of 13(d) group |

## Signatures

By: Terri L. Turner,  
Attorney-in-fact  
Date: 12/12/2006

\*\*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) Shares held in two 1965 Trusts for the benefit of Deborah Marriott Harrison. J. Willard Marriott, Jr., Deborah Marriott Harrison's father, and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees.
  - (2) Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, and an unrelated person are trustees.
  - (3) Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting

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person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of her pecuniary interest therein.

- (4) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the

- (5) general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of her pecuniary interest therein.

- (6) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 grant date.

- (7) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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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