

MARRIOTT INTERNATIONAL INC /MD/
Form 4
December 04, 2007

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 *
Marriott Stephen G

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)
11/30/2007

____ Director
____ Officer (give title below) Other (specify below)
13D Group Owning more than 10%

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 | 11/30/2007 | | G | V 640 A \$ 0 | 1,139,745 | D | |
| Class A Common Stock | | | | | 2,778 | I | 401(k) account |
| Class A Common Stock | | | | | 787,220 | I | By 1965 Trusts |
| Class A Common Stock | | | | | 552,220 | I | By 1974 Trust |

| Stock | | | | |
|----------------------|--|------------|---|---|
| Class A Common Stock | | 10,827,960 | I | By JWM Family Enterprises, L.P. ⁽¹⁾ |
| Class A Common Stock | | 43,230 | I | By Spouse |
| Class A Common Stock | | 13,200,000 | I | By Thomas Point Ventures, L.P. ⁽²⁾ |
| Class A Common Stock | | 15,404 | I | Sp Trustee 1 for Trust f/b/o his child |
| Class A Common Stock | | 16,504 | I | Sp Trustee 2 for Trust f/b/o his child |
| Class A Common Stock | | 16,504 | I | Sp Trustee 3 for Trust f/b/o his child |
| Class A Common Stock | | 74,607 | I | Trustee 1 of Trust f/b/o his child |
| Class A Common Stock | | 62,827 | I | Trustee 2 of Trust f/b/o his child |
| Class A Common Stock | | 53,511 | I | Trustee 3 of Trust f/b/o his child ⁽³⁾ |

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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(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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Number of Derivative Securities |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|------------------------------------|

| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Bene- ficial Own- ers Follo- wing Repo- sition- ing (Instr. | | | |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|--|--------------------|-------|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Marriott Stephen G
10400 FERNWOOD ROAD
BETHESDA, MD 20817

13D Group Owning more than 10%

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

12/03/2007

**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).

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

(1) Stephen Garff Marriott 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 JWMFE, LP except to the extent of his 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 general partner of JWMFE, LP. Stephen Garff Marriott 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 his pecuniary interest therein.

(2) Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of his pecuniary interest therein.

(3) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.