Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

MARRIOTT INTERNATIONAL INC /MD/

Form 4 July 21, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

Form filed by More than One Reporting

Person

2,049,854

2,048,954

Ι

Ι

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARRIOTT RICHARD E			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			MARRIOTT INTERNATIONAL INC /MD/ [MAR]	(Check all applicable)		
(Last) 10400 FERN	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/19/2006	Director X 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		

BETHESDA, MD 20817

Class A

Stock Class A

Common

Common

07/19/2006

07/19/2006

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securiti n(A) or Dis (Instr. 3, 4)	posed	of (D)	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)
Class A Common Stock	07/19/2006		S	47,000	D	\$ 37	2,055,954	I	Spouse Trustee
Class A Common Stock	07/19/2006		S	600	D	\$ 37.03	2,055,354	I	Spouse Trustee

5,500

900

D

\$

37.05

S

S

Spouse

Trustee

Spouse

Trustee

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

Stock			
Class A Common Stock	20,838,142	D	
Class A Common Stock	3,382,692	I	Other
Class A Common Stock	275,866	I	Spouse
Class A Common Stock	770,960	I	Trustee 1
Class A Common Stock	395,756	I	Trustee 17
Class A Common Stock	6,198,078	I	Trustee 19
Class A Common Stock	785,000	I	Trustee 2
Class A Common Stock	588,766	I	Trustee 3
Class A Common Stock	786,960	I	Trustee 4
Class A Common Stock	798,940	I	Trustee 5
Class A Common Stock	696,508	I	Trustee 6
Class A Common Stock	735,000	I	Trustee 7
Class A Common Stock	787,220	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	SEC 1474
information contained in this form are not	(9-02)

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

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 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivati	ve Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	rlying	Security	Secu
(Instr. 3) Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr.	. 3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)				Shares		
				Code v	(A) (D)				Snares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
MARRIOTT RICHARD E						
10400 FERNWOOD ROAD		X				
BETHESDA, MD 20817						

Signatures

By: Terri L. Turner, Attorney-in-fact

07/20/2006 Date

**Signature of Reporting Person

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).

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.

Reporting Owners 3