

MARRIOTT INTERNATIONAL INC /MD/  
Form FWP  
March 09, 2012

Issuer Free Writing Prospectus Filed Pursuant to Rule 433

supplementing the

Preliminary Prospectus Supplement dated March 9, 2012

Registration No. 333-179554

**MARRIOTT INTERNATIONAL, INC.**

**PRICING TERM SHEET**

Dated: March 9, 2012

**3.000% Series K Notes due 2019**

This free writing prospectus relates only to the Securities described below and should be read together with Marriott International, Inc.'s preliminary prospectus supplement dated March 9, 2012 (the "Preliminary Prospectus Supplement"), the accompanying prospectus dated February 16, 2012 and the documents incorporated and deemed to be incorporated by reference therein. As described in the Preliminary Prospectus Supplement under "Description of the Series K Notes," the 3.000% Series K Notes due 2019 offered hereby constitute an additional issuance of, and a single series with, the \$400,000,000 aggregate principal amount of 3.000% Series K Notes due 2019 that Marriott International, Inc. issued on February 27, 2012.

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| <b>Issuer:</b>   | Marriott International, Inc.   |
| <b>Security:</b>   | 3.000% Series K Notes due 2019   |
| <b>Aggregate Principal Reopening Amount:</b>   | \$200,000,000  |
| <b>Aggregate Principal Amount:</b>   | \$600,000,000  |
| <b>Maturity Date:</b>  | March 1, 2019  |
| <b>Coupon:</b>   | 3.000%   |
| <b>Interest Payment Dates:</b>   | March 1 and September 1, commencing September 1, 2012  |
| <b>Price to Public:</b>  | 99.030%, plus accrued interest from and including February 27, 2012  |
| <b>Benchmark Treasury:</b>   | 1.375% due February 28, 2019   |
| <b>Benchmark Treasury Yield:</b>   | 1.436%   |
| <b>Spread to Benchmark Treasury:</b>   | + 172 bps  |
| <b>Reoffer Yield:</b>  | 3.156%   |
| <b>Accrued Interest Payable to Marriott International, Inc. by the Underwriters:</b> | Accrued interest from and including February 27, 2012 to but excluding the expected settlement date set forth below. Interest on the Securities offered hereby will accrue from and including February 27, 2012. |

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|-------------------------------------|---|
| <b>Redemption Provisions:</b>       | <p>The Securities may be redeemed in whole or in part from time to time prior to December 1, 2018 (three months prior to the maturity date of the notes), at the issuer's option, at a redemption price equal to the greater of (1) 100% of the principal amount of the Securities being redeemed and (2) the sum of the present values of the remaining scheduled payments of principal and interest (not including accrued interest as of the redemption date) on the Securities to be redeemed, discounted to the redemption date on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (the yield to maturity of the United States Treasury security, selected by a primary U.S. government securities dealer, having a maturity comparable to the remaining term of the Securities being redeemed) plus 30 basis points, plus, in each case, accrued and unpaid interest on the Securities to the redemption date.</p> <p>The Securities may be redeemed in whole or in part from time to time on or after December 1, 2018 (three months prior to the maturity date of the notes), at the issuer's option, at a redemption price equal to 100% of the principal amount of the notes being redeemed, plus any accrued and unpaid interest on the notes being redeemed to the redemption date.</p> |
| <b>Expected Settlement Date:</b>    | March 14, 2012  |
| <b>CUSIP:</b>                       | 571903AJ2   |
| <b>Denominations:</b>               | \$2,000 and integral multiples of \$1,000 in excess thereof   |
| <b>Change of Control:</b>           | Issuer repurchase offer required following certain changes of control as described in the Preliminary Prospectus Supplement dated March 9, 2012.  |
| <b>Anticipated Ratings:</b>         | Baa2 by Moody's Investors Service, Inc. BBB by Standard & Poor's Ratings Services   |
| <b>Joint Book-Running Managers:</b> | J.P. Morgan Securities LLC Merrill Lynch, Pierce, Fenner & Smith Incorporated   |
| <b>Senior Co-Managers</b>           | Credit Suisse Securities (USA) LLC  |
|                                     | Deutsche Bank Securities Inc.   |
|                                     | HSBC Securities (USA) Inc.  |
|                                     | RBS Securities Inc.   |
|                                     | SunTrust Robinson Humphrey, Inc.  |
|                                     | Wells Fargo Securities, LLC   |
| <b>Co-Managers:</b>                 | Barclays Capital Inc.   |
|                                     | BNP Paribas Securities Corp.  |
|                                     | Citigroup Global Markets Inc.   |
|                                     | Goldman, Sachs & Co.  |
|                                     | Mitsubishi UFJ Securities (USA), Inc.   |
|                                     | Scotia Capital (USA) Inc.   |
|                                     | U.S. Bancorp Investments, Inc.  |

Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.**

**You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 212-834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated at 1-800-294-1322.**