

MARRIOTT INTERNATIONAL INC /MD/

Form 424B3

January 07, 2002

Prospectus Supplement

January 7, 2002

(TO PROSPECTUS DATED DECEMBER 12, 2001)

The Prospectus dated December 12, 2001 (the "Prospectus") relating to the offer for resale of up to \$470,000,000 aggregate principal amount of Liquid Yield Option Notes (Zero Coupon - Senior) of Marriott International, Inc. ("Marriott") and the shares of Marriott's Class A common stock, par value \$0.01 per share, issuable upon conversion or redemption of the LYONs is hereby amended as follows:

The table beginning on page 39 of the Prospectus is hereby replaced in its entirety with the following table in order to (1) add additional selling securityholders named below that were not included in the table on page 39, (2) update the information in the table regarding all other holders and (3) restate the information in the column labeled "Number of Shares of Common Stock that May be Sold" to reflect conversion of all of the holder's LYONs at a conversion rate of 13.5285 shares of common stock per \$1,000 principal amount at maturity of the LYONs, rounded down to the nearest whole number of shares:

Name	Aggregate Principal Amount of LYONs at Maturity that May be Sold	Percentage of LYONs Outstanding	Number Shares Common St that May Sold(1)
----	-----	-----	-----
Absolute Return Fund, Ltd.	518,200	*	7,010
Allstate Insurance Company	1,500,000	*	20,292
Allstate Life Insurance Company	3,500,000	*	47,349
Aloha Airlines Non-Pilots Pension Trust	110,000	*	1,488
Aloha Pilots Retirement Trust	65,000	*	879
American Companies/Michigan Mutual Insurance Company	350,000	*	4,734
American Fidelity Assurance Company	175,000	*	2,367
Associated Electric and Gas Insurance Services Limited	700,000	*	9,469
Bank Austria Cayman Islands, Ltd.	3,000,000	*	40,585
Black Diamond Offshore Limited	852,000	*	11,526
Blue Cross Blue Shield of Florida	1,000,000	*	13,528
C&H Sugar Company Inc.	165,000	*	2,232
CapitalCare, Inc.	40,000	*	541
CareFirst of Maryland, Inc.	225,000	*	3,043
City of Birmingham Retirement & Relief System	900,000	*	12,175
Credit Industrial D'Alsace Et De Lorraine	3,500,000	*	47,349
Credit Lyonnais Securities (USA) Inc.	8,000,000	1.70	108,228
Deutsche Banc Alex Brown Inc.	60,990,000	12.97	825,103
Double Black Diamond Offshore LDC	3,938,000	*	53,275

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 424B3

Drury University	50,000	*	676
FreeState Health Plan, Inc.	50,000	*	676
Gala Offshore Master Fund Ltd.	7,500,000	1.60%	101,463
Genesee County Employees' Retirement System	350,000	*	4,734
GLG Market Neutral Fund	500,000	*	6,764

Name	Aggregate Principal Amount of LYONs at Maturity that May be Sold	Percentage of LYONs Outstanding	Number Shares Common St that May Sold(1)
----	-----	-----	-----
Greek Catholic Union	60,000	*	811
Greek Catholic Union II	40,000	*	541
Group Hospitalization and Medical Services, Inc.	225,000	*	3,043
Hawaiian Airlines Employees Pension Plan-IAM	50,000	*	676
Hawaiian Airlines Pension Plan for Salaried Employees	10,000	*	135
Hawaiian Airlines Pilots Retirement Plan	100,000	*	1,352
HealthNow New York, Inc.	125,000	*	1,691
Highbridge International L.L.C.	31,000,000	6.60	419,383
Jackson County Employees' Retirement System	175,000	*	2,367
KBC Financial Products (Cayman Islands)	6,000,000	1.28	81,171
KBC Financial Products USA	1,000,000	*	13,528
Lehman Brothers Inc.	56,000,000	11.91	757,596
Lexington (IMA) Limited	368,200	*	4,981
MLQA Convertible Securities Arbitrage Ltd.	25,000,000	5.32	338,212
Morgan Stanley & Co.	15,000,000	3.19	202,927
Nashville Electric Service	150,000	*	2,029
Nomura Securities International, Inc.	35,000,000	7.45	473,497
NORCAL Mutual Insurance Company	475,000	*	6,426
OZ Master Fund, Inc.	5,113,600	1.09	69,179
Physicians ` Reciprocal Insurers Account #7	1,250,000	*	16,910
R2 Investments LDC	44,000,000	9.36	595,254
RCG Latitude Master Fund	2,000,000	*	27,057
Royal Bank of Canada	19,500,000	4.15	263,805
SCI Endowment Care Common Trust Fund - First Union	110,000	*	1,488
SCI Endowment Care Common Trust Fund - Sun Trust	110,000	*	1,488
SCI Endowment Care Common Trust Fund - National Fiduciary Services	280,000	*	3,787
Shepherd Investments International, Ltd.	25,000,000	5.32	338,212

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 424B3

Southdown Pension Plan	325,000	*	4,396
Southern Farm Bureau Life Insurance	725,000	*	9,808
Starvest Managed Portfolio	100,000	*	1,352
State of Florida Division of Treasury	2,475,000	*	33,483
State of Florida, Office of the Treasurer	2,750,000	*	37,203
State of Oregon/SAIF Corporation	3,700,000	*	50,055
TD Securities (USA) Inc.	17,000,000	3.62	229,984
Tribeca Investments L.L.C.	13,000,000	2.77	175,870
US Warburg LLC	8,560,000	1.82	115,803
UBS AG London Branch	14,290,000	3.04	193,322
Union Carbide Retirement Account	2,100,000	*	28,409
Worldwide Transactions Ltd.	210,000	*	2,840
Y&H Soda Foundation	85,000	*	1,149
All other holders	38,560,000	8.20%	521,658
Total	470,000,000	100.00%	6,358,395

2

* Less than 1%.

1. Assumes conversion of all of the holder's LYONs at a conversion rate of 13.5285 shares of common stock per \$1,000 principal amount at maturity of the LYONs, rounded down to the nearest whole number of shares. However, this conversion rate will be subject to adjustment as described under "Description of LYONs--Conversion Rights." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.
2. Calculated based on Rule 13d-3(d)(i) of the Exchange Act using 241,018,255 shares of common stock outstanding as of November 2, 2001. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's LYONs but did not assume conversion of any other holder's LYONs.

3