MARRIOTT INTERNATIONAL INC /MD/

Form 4

October 12, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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OMB APPROVAL

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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

1(b).

(Print or Type Responses)

See Instruction

2. Issuer Name and Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
3. Date of Earliest Transaction (Month/Day/Year) 10/10/2005	X Director 10% OwnerX Officer (give title Other (specify below) EVP, Lodging		
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 Form filed by More than One Reporting Person		
	Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR] 3. Date of Earliest Transaction (Month/Day/Year) 10/10/2005 4. If Amendment, Date Original		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	ırities Ac	quired, Disposed	of, or Benefic	cially 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)	(Instr. 3,	ispose 4 and (A) or	ed of (D) 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)
Class A Common Stock	10/10/2005		Code V M	Amount 3,303	` ′	Price \$ 17.03	406,765	D	
Class A Common Stock	10/10/2005		M	3,303	A	\$ 16.75	410,068	D	
Class A Common Stock	10/10/2005		S	1,900	D	\$ 62.63	408,168	D	
Class A Common	10/10/2005		S	200	D	\$ 62.66	407,968	D	

Class A Common Stock S 500 D \$62.7 \$407,468 D Class A Common Stock I 0/10/2005 S 500 D \$62.71 \$406,968 D Class A Common Stock I 0/10/2005 S 503 D \$62.72 \$406,465 D Class A Common Stock I 0/10/2005 S 2,500 D \$62.73 \$406,265 D Class A Common I 0/10/2005 S 2,500 D \$62.73 \$403,765 D Class A Common I 0/10/2005 S 3,003 D \$62.78 \$403,462 D Class A Common I 0/10/2005 M 3,200 D \$62.78 \$403,462 D Class A Common I 0/10/2005 S 2,800 D \$62.81 \$403,662 D Class A Common I 0/10/2005 S 2,000 D \$62.82 \$403,662 D Class A Common I 0/10/2005 S 2,000 D \$62.82 \$403,462 D Class A Common I 0/10/2005	Stock								
Common Stock 10/10/2005 S 500 D 62.71 406,968 D Class A Common Stock 10/10/2005 S 503 D 62.72 406,465 D Class A Common Stock 10/10/2005 S 200 D \$62.73 406,265 D Class A Common Stock 10/10/2005 S 2,500 D \$62.77 403,765 D Class A Common Stock 10/10/2005 S 303 D \$62.77 403,765 D Class A Common Stock 10/10/2005 S 303 D \$62.78 403,462 D Class A Common Stock 10/10/2005 S 2,800 D \$62.82 403,462 D Class A Common Stock 10/10/2005 S 200 D \$62.82 403,462 D Class A Common Stock 10/10/2005 S 200 D \$62.83 403,462 D Class A Common Stock 10/10/2005 S 200 D	Common	10/10/2005	S	500	D	\$ 62.7	407,468	D	
Common Stock 10/10/2005 S 503 D 62.72 406.465 D Class A Common Stock 10/10/2005 S 200 D \$62.73 406.265 D Class A Common Stock 10/10/2005 S 2.500 D \$62.77 403.765 D Class A Common Stock 10/10/2005 S 303 D \$62.78 403.462 D Class A Common Stock 10/10/2005 M 3,200 A \$25.1 406.662 D Class A Common Stock 10/10/2005 S 2,800 D \$62.82 403.862 D Class A Common Stock 10/10/2005 S 200 D \$62.82 403.662 D Class A Common Stock 10/10/2005 S 200 D \$62.83 403.462 D Class A Common Stock 10/10/2005 S 200 D \$62.83 403.462 D Class A Common Stock 1 Beneficiary Stock S \$1	Common	10/10/2005	S	500	D	\$ 62.71	406,968	D	
Common Stock 10/10/2005 S 200 D 62.73 406,265 D Class A Common Stock 10/10/2005 S 2,500 D \$ 403,765 D Class A Common Stock 10/10/2005 S 303 D \$ 403,462 D Class A Common Stock 10/10/2005 M 3,200 A \$ 25.1 406,662 D Class A Common Stock 10/10/2005 S 2,800 D \$ 62.82 403,862 D Class A Common Stock 10/10/2005 S 200 D \$ 62.82 403,662 D Class A Common Stock 10/10/2005 S 200 D \$ 62.82 403,462 D Class A Common Stock 10/10/2005 S 200 D \$ 62.83 403,462 D Class A Common Stock 10/10/2005 S 200 D \$ 62.83 403,462 D Class A Common Stock 10/10/2005	Common	10/10/2005	S	503	D	\$ 62.72	406,465	D	
Common Stock 10/10/2005 S 2,500 D \$ 62.77 403,765 D Class A Common Stock 10/10/2005 S 303 D \$ 403,462 D Class A Common Stock 10/10/2005 M 3,200 A \$ 25.1 406,662 D Class A Common Stock 10/10/2005 S 2,800 D \$ 62.8 403,862 D Class A Common Stock 10/10/2005 S 200 D \$ 62.82 403,662 D Class A Common Stock 10/10/2005 S 200 D \$ 62.83 403,662 D Class A Common Stock 10/10/2005 S 200 D \$ 62.83 403,462 D Class A Common Stock 1 Beneficiary 2 329,360 1 Beneficiary Class A Common Stock 2 385,480 1 By Corporation Class A Common Stock 3 3 3 3,413,980 1 1 1 Class A Comm	Common	10/10/2005	S	200	D	\$ 62.73	406,265	D	
Common 10/10/2005 S 303 D 62.78 403,462 D	Common	10/10/2005	S	2,500	D	\$ 62.77	403,765	D	
Common 10/10/2005 M 3,200 A \$ 25.1 406,662 D	Common	10/10/2005	S	303	D	\$ 62.78	403,462	D	
Common 10/10/2005 S 2,800 D \$62.8 403,862 D	Common	10/10/2005	M	3,200	A	\$ 25.1	406,662	D	
Common Stock 10/10/2005 S 200 D \$ 403,662 D Class A Common Stock 10/10/2005 S 200 D \$ 403,462 D Class A Common Stock S 200 D \$ 403,462 D Class A Common Stock S 200 D \$ 403,462 D Class A Common Stock S 200 D \$ 403,462 D S 200 D \$ 403,462 D D S 200 D \$ 403,462 D D S 200 D \$ 329,360 I Beneficiary S 200 S 385,480 I Beneficiary S 200 S 5,413,980 I By Corporation Class A Common S 160,000 I LP Partnership	Common	10/10/2005	S	2,800	D	\$ 62.8	403,862	D	
Common Stock 10/10/2005 S 200 D 5 403,462 D Class A Common Stock 329,360 I Beneficiary 1 Class A Common Stock 385,480 I Beneficiary 2 Class A Common Stock 5,413,980 I By Corporation Class A Common Stock 160,000 I LP Partnership	Common	10/10/2005	S	200	D	\$ 62.82	403,662	D	
Common Stock Class A Common Stock	Common	10/10/2005	S	200	D		403,462	D	
Common Stock I Beneficiary 2 Class A Common Stock Stock I By Corporation Class A Common I LP Partnership	Common						329,360	I	·
Common Stock 5,413,980 I By Corporation Class A LP Common 160,000 I Partnership	Common						385,480	I	· · · · · · · · · · · · · · · · · · ·
Common 160,000 I LP	Common						5,413,980	I	· · · · · · · · · · · · · · · · · · ·
	Common						160,000	I	

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Class A Common Stock	9,734	I	Sp Trustee 1
Class A Common Stock	9,734	I	Sp Trustee 2
Class A Common Stock	5,054	I	Sp Trustee 3
Class A Common Stock	15,605	I	Spouse
Class A Common Stock	25,877	I	Trustee 1
Class A Common Stock	21,145	I	Trustee 2
Class A Common Stock	15,057	I	Trustee 3

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

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SEC 1474 (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. Transact Code (Instr. 8)	5. Number 6. Date Exercisable and iom of Derivative Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Employee Stock Option	\$ 17.03	10/10/2005		M	3,303	<u>(1)</u>	11/02/2010	Class A Common Stock	3,303

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(Right to buy)								
Class A Employee Stock Option (Right to buy)	\$ 16.75	10/10/2005	M	3,303	<u>(1)</u>	11/02/2010	Class A Common Stock	3,303
Class A Employee Stock Option (Right to buy)	\$ 25.1	10/10/2005	M	3,200	(2)	11/07/2011	Class A Common Stock	3,200

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817	X		EVP, Lodging	

Signatures

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

**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) The options vest in four equal installments on each of the first four anniversaries of the November 2, 1995 grant date.
- (2) The options vest in four equal installments on each of the first four anniversaries of the November 7, 1996 grant date.

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.

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