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

#### MARRIOTT INTERNATIONAL INC /MD/

Form 4 June 09, 2006

Stock-Dir.

Def. Stock Comp Plan-1 04/10/2006

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SANT ROGER W Issuer Symbol MARRIOTT INTERNATIONAL (Check all applicable) INC /MD/ [MAR] (Last) (First) (Middle) 3. Date of Earliest Transaction X\_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) 10400 FERNWOOD ROAD 01/10/2006 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting BETHESDA, MD 20817 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of 7. Nature of 3. 4. Securities Acquired 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A Common Stock-Dir. 01/10/2006 $A^{(1)}$ 69 20,374 D Def. Stock Comp Plan-1 Class A Common

 $A^{(1)}$ 

66

20,440

D

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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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	cution Date, if TransactionNumber Expiration Date Code of (Month/Day/Yea		Expiration Da	ate Amou		int of	Derivative	J
Security	or Exercise		any			Year)	Under	lying	Security	,	
(Instr. 3)	Price of		(Month/Day/Year) (Instr. 8) Derivative		e	Secui		ities	(Instr. 5)	]	
	Derivative				Securities Acquired		(Inst		3 and 4)		(
	Security										J
			(A) or						]		
					Disposed						7
					of (D)						(
				(Instr. 3,							
					4, and 5)						
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	or Number		
								of			
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Director 10% Owner Officer Other

SANT ROGER W 10400 FERNWOOD ROAD X BETHESDA, MD 20817

## **Signatures**

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

06/09/2006 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).
- (1) Shares are represented by phantom stock units accrued under the Issuer's 2002 Comprehensive Stock and Cash Incentive Plan (the Plan) in payment of directors fees and are to be settled in Issuer's Class A Common Stock upon Reporting Person's retirement.

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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