

MARRIOTT INTERNATIONAL INC /MD/
Form 4
February 11, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT RICHARD E

2. Issuer Name and Ticker or Trading Symbol
MARRIOTT INTERNATIONAL INC /MD/ [MAR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/10/2005

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

10400 FERNWOOD ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BETHESDA, MD 20817

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/10/2005		M		27,521	A	\$ 3.24
Class A Common Stock	02/10/2005		M		17,834	A	\$ 5.97
Class A Common Stock	02/10/2005		M		15,962	A	\$ 7.2
Class A Common Stock	02/10/2005		M		27,521	A	\$ 3.19

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Stock									
Class A Common Stock	02/10/2005	M	17,834	A	\$ 5.88	10,596,549	D		
Class A Common Stock	02/10/2005	M	15,962	A	\$ 7.32	10,612,511	D		
Class A Common Stock	02/10/2005	S	122,634	D	\$ 64.4	10,489,877	D		
Class A Common Stock						1,691,346	I	Other	
Class A Common Stock						137,604	I	Spouse	
Class A Common Stock						1,162,278	I	Spouse Trustee	
Class A Common Stock						393,480	I	Trustee 1	
Class A Common Stock						269,878	I	Trustee 17	
Class A Common Stock						3,196,600	I	Trustee 19	
Class A Common Stock						392,500	I	Trustee 2	
Class A Common Stock						334,145	I	Trustee 3	
Class A Common Stock						393,480	I	Trustee 4	
Class A Common Stock						399,470	I	Trustee 5	
Class A Common Stock						368,624	I	Trustee 6	

Class A Common Stock	392,500	I	Trustee 7
Class A Common Stock	393,610	I	Trustee 8

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

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(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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Class A Employee Stock Option (Right to buy)	\$ 3.24	02/10/2005		M	27,521	<u>(1)</u> 10/12/2005	Class A Common Stock	27,521	
Class A Employee Stock Option (Right to buy)	\$ 3.19	02/10/2005		M	27,521	<u>(1)</u> 10/12/2005	Class A Common Stock	27,521	
Class A Employee Stock Option (Right to buy)	\$ 5.97	02/10/2005		M	17,834	<u>(2)</u> 10/03/2006	Class A Common Stock	17,834	
Class A Employee Stock	\$ 5.88	02/10/2005		M	17,834	<u>(2)</u> 10/03/2006	Class A Common Stock	17,834	

Option
(Right to
buy)

Class A
Employee
Stock
Option
(Right to
buy)

\$ 7.2

02/10/2005

M

15,962

(3)

10/20/2007

Class A
Common
Stock 15,962

Class A
Employee
Stock
Option
(Right to
buy)

\$ 7.32

02/10/2005

M

15,962

(3)

10/20/2007

Class A
Common
Stock 15,962

Reporting Owners

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

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact

02/10/2005

**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 vested in four equal annual installments on each of the first four anniversaries of the 10/12/1990 grant date.
- (2) The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991 grant date.
- (3) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 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.

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