

MARRIOTT INTERNATIONAL INC /MD/
 Form 5
 January 04, 2008

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 Harrison Deborah Marriott

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. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/29/2007

____ Director _____ 10% Owner
 ____ Officer (give title below) Other (specify below)
 Member of 13(d) group

10400 FERNWOOD ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BETHESDA, MD 20817

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Class A Common Stock | 12/18/2007 | Â | G | 660 A \$0 | 11,585 | I | Trustee 2 of Trust f/b/o her child ⁽¹⁾ |
| Class A Common Stock | 12/18/2007 | Â | G | 660 A \$0 | 79,295 | I | Trustee 5 of Trust f/b/o her child ⁽¹⁾ |
| Class A Common Stock | 12/18/2007 | Â | G | 660 A \$0 | 59,801 | I | Trustee 7 of Trust f/b/o her child ⁽¹⁾ |

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| | | | | | | | | | |
|----------------------------|------------|---|---|-----|---|------|--------------------------------------|---|---|
| Class A Common Stock | 12/18/2007 | Â | G | 660 | A | \$ 0 | 57,491 | I | Trustee 8 of Trust f/b/o her child ⁽¹⁾ |
| Class A Common Stock | 12/18/2007 | Â | G | 660 | A | \$ 0 | 50,715 | I | Trustee 9 of Trust f/b/o her child ⁽¹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 437,875 ⁽²⁾ <u>(3)</u> | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 798,940 ⁽⁴⁾ | I | By 1965 Trusts |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 688,340 ⁽⁵⁾ | I | By 1974 Trust |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 10,827,960 <u>(6)</u> | I | By JWM Family Enterprises, L.P. |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 40 | I | By Minor Child |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 86,414 ⁽³⁾ | I | By Spouse <u>(7)</u> |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 21,136 | I | By Spouse |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 13,200,000 <u>(8)</u> | I | By Thomas Point Ventures, L.P. |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 7,370 | I | Trustee 1 of Trust f/b/o her child ⁽¹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,430 | I | Trustee 3 of Trust f/b/o her child |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 13,310 | I | Trustee 4 of Trust f/b/o her child |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 72,942 | I | Trustee 6 of Trust f/b/o her child |

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) | 8. Price of Derivative Security (Instr. 5) | 9. of D S B O E F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Harrison Deborah Marriott 10400 FERNWOOD ROAD BETHESDA, MD 20817 | Â | Â | Â | Member of 13(d) group |

Signatures

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

12/29/2007

__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 Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (2) Includes 12,620 shares owned jointly with her husband Ronald T. Harrison.
- (3) 21,136 shares previously reported as directly owned by Mrs. Harrison are now reported as indirectly owned by her husband.
- (4) Shares held in two 1965 Trusts for the benefit of Deborah Marriott Harrison. J. Willard Marriott, Jr., Deborah Marriott Harrison's father, and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees.
- (5) Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, and an unrelated person are trustees.
- (6) Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of her pecuniary interest therein.

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- (7) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the

- (8) general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of her pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.