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MARRIOTT INTERNATIONAL INC /MD/

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MARRIOTT J W JR

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 04/24/12 for the Period Ending 04/23/12

Address	10400 FERNWOOD ROAD BETHESDA, MD 20817
Telephone	3013803000
CIK	0001048286
Symbol	MAR
SIC Code	7011 - Hotels and Motels
Industry	Hotels & Motels
Sector	Services
Fiscal Year	12/31

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FORM 4

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

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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MARRIOTT J W JR	**MARRIOTT INTERNATIONAL INC /MD/ [MAR]**	__ **X** __ Director __ **X** __ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	__ **X** __ Officer (give title below) _____ Other (specify below)
10400 FERNWOOD ROAD	**4/23/2012**	**Chairman of the Board**
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
BETHESDA, MD 20817		_ **X** _ Form filed by One Reporting Person
(City) (State) (Zip)		___ Form filed by More than One Reporting Person

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

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	**4/23/2012**		**S**		**56000.0000**	**D**	**$38.3000** (1)	**502274.0000**	**I**	**Trustee 7** (2)
Class A Common Stock								**1526184.0000**	**D**	
Class A Common Stock								**308299.0000**	**I**	**401(k) account**
Class A Common Stock								**17000.0000**	**I**	**Beneficiary** (2)
Class A Common Stock								**9076188.0000**	**I**	**By Ltd Partnership - TPV** (2)
Class A Common Stock								**10710082.0000**	**I**	**By-Corp** (2)
Class A Common Stock								**320000.0000**	**I**	**GP/Partnership** (2)
Class A Common Stock								**2243568.0000**	**I**	**Sp Trustee 1** (2)
Class A Common Stock								**13220.0000**	**I**	**Sp Trustee 2** (2)
Class A Common Stock								**16504.0000**	**I**	**Sp Trustee 3** (2)
Class A Common Stock								**16504.0000**	**I**	**Sp Trustee 4** (2)
Class A Common Stock								**19468.0000**	**I**	**Sp Trustee 5** (2)
Class A Common Stock								**19468.0000**	**I**	**Sp Trustee 6** (2)
Class A Common Stock								**10108.0000**	**I**	**Sp Trustee 7** (2)
Class A Common Stock								**279470.0000**	**I**	**Spouse** (2)

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

1.Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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								**2047620.0000**	**I**	**The JWM-MAR 2009 Annuity Trust**
Class A Common Stock								**832542.0000**	**I**	**The JWM-MAR AnnuityTrust**
Class A Common Stock								**496960.0000**	**I**	**Trustee 1** (2)
Class A Common Stock								**5154896.0000**	**I**	**Trustee 19** (2)
Class A Common Stock								**742223.0000**	**I**	**Trustee 2** (2)
Class A Common Stock								**356119.0000**	**I**	**Trustee 3** (2)
Class A Common Stock								**495559.0000**	**I**	**Trustee 4** (2)
Class A Common Stock								**798940.0000**	**I**	**Trustee 5** (2)
Class A Common Stock								**580915.0000**	**I**	**Trustee 6** (2)
Class A Common Stock								**725822.0000**	**I**	**Trustee 8** (2)

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

(1) Represents the weighted average sale price. The highest price at which shares were sold was $38.31 and the lowest price at which shares were sold was $38.30.

(2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817	**X**	**X**	**Chairman of the Board**	

Signatures

Bancroft S. Gordon, Attorney-In-Fact **4/24/2012**

** Signature of Reporting Person — Date

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

* 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).

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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