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# MARRIOTT INTERNATIONAL INC /MD/

Reported by

**MARRIOTT J W JR**

# FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/16/12 for the Period Ending 03/14/12

| | |
|---|---|
| Address | 10400 FERNWOOD ROAD<br>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**

OMB APPROVAL
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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** | **3/14/2012** | **Chairman & CEO** |
| (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** | **3/14/2012** | | **S** | | **70000.0000** | **D** | **$38.21** (1) | **725822.0000** | **I** | **Trustee 8** (2) |
| **Class A Common Stock** | | | | | | | | **1526184.0000** | **D** | |
| **Class A Common Stock** | | | | | | | | **308548.0000** | **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** | | | | | | | | **558274.0000** | **I** | **Trustee 7** (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 $38.27 and the lowest price at which shares were sold was $38.20.

**( 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<br>10400 FERNWOOD ROAD<br>BETHESDA, MD 20817** | **X** | **X** | **Chairman & CEO** | |

**Signatures**

**Bancroft S. Gordon, Attorney-In-Fact** **3/15/2012**

** 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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