

MARRIOTT INTERNATIONAL INC /MD/
Form 4
October 25, 2006

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 J W JR

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)
10400 FERNWOOD ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2006

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

BETHESDA, MD 20817

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

(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)
				(A) or (D)	Price		
Class A Common Stock	10/23/2006		M	495,366	A	\$ 12.41	5,083,840 D
Class A Common Stock	10/23/2006		S	495,366	D	\$ 41.73	4,588,474 D
Class A Common Stock							355,756 I Beneficiary ⁽²⁾
Class A Common							13,200,000 I By Ltd Partnership -

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Stock			TPV ⁽²⁾
Class A Common Stock	10,827,960	I	By-Corp ⁽²⁾
Class A Common Stock	320,000	I	GP/Partnership ⁽²⁾
Class A Common Stock	2,412,568	I ⁽²⁾	Sp Trustee 1
Class A Common Stock	15,404	I	Sp Trustee 2 ⁽²⁾
Class A Common Stock	16,504	I	Sp Trustee 3 ⁽²⁾
Class A Common Stock	16,504	I	Sp Trustee 4 ⁽²⁾
Class A Common Stock	19,468	I	Sp Trustee 5 ⁽²⁾
Class A Common Stock	19,468	I	Sp Trustee 6 ⁽²⁾
Class A Common Stock	10,108	I	Sp Trustee 7 ⁽²⁾
Class A Common Stock	279,470	I	Spouse ⁽²⁾
Class A Common Stock	770,960	I	Trustee 1 ⁽²⁾
Class A Common Stock	6,198,078	I	Trustee 19 ⁽²⁾
Class A Common Stock	785,000	I	Trustee 2 ⁽²⁾
Class A Common Stock	588,766	I	Trustee 3 ⁽²⁾

Class A Common Stock	786,960	I	Trustee 4 <u>(2)</u>
Class A Common Stock	798,940	I	Trustee 5 <u>(2)</u>
Class A Common Stock	696,508	I	Trustee 6 <u>(2)</u>
Class A Common Stock	735,000	I	Trustee 7 <u>(2)</u>
Class A Common Stock	787,220	I	Trustee 8 <u>(2)</u>

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.

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Class A Employee Stock Option (Right to buy)	\$ 12.41	10/23/2006		M	495,366	<u>(3)</u> 02/06/2007	Class A Common Stock 495,366

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chairman & CEO	

MARRIOTT J W JR
10400 FERNWOOD ROAD
BETHESDA, MD 20817

Signatures

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

10/24/2006

__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) Represents the weighted average sale price. The highest price at which shares were sold was \$41.83 and the lowest price at which shares were sold was \$41.61.
- (2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The options vest in four equal installments on each of the first four anniversaries of the 2/6/1997 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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