

MARRIOTT INTERNATIONAL INC /MD/

Form 4/A

December 03, 2004

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

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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)

10400 FERNWOOD ROAD

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/01/2004

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
12/03/2004

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction(A) or Disposed of<br>Code (Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D) (Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                                   | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Class A<br>Common<br>Stock            | 12/01/2004                              |                                                             | G                                                      | V                                                                       | 9,932                                                                                                              | D                                                                       | \$ 0 10,508,338                                                   |
| Class A<br>Common<br>Stock            | 12/01/2004                              |                                                             | G                                                      | V                                                                       | 18,461                                                                                                             | D                                                                       | \$ 0 10,489,877                                                   |
| Class A<br>Common<br>Stock            | 12/01/2004                              |                                                             | G                                                      | V                                                                       | 382                                                                                                                | A                                                                       | \$ 0 137,604                                                      |
| Class A<br>Common                     |                                         |                                                             |                                                        |                                                                         |                                                                                                                    |                                                                         | 371,600                                                           |
|                                       |                                         |                                                             |                                                        |                                                                         |                                                                                                                    | I                                                                       | Spouse                                                            |
|                                       |                                         |                                                             |                                                        |                                                                         |                                                                                                                    | I                                                                       | Beneficiary                                                       |

|                            |           |   |                   |
|----------------------------|-----------|---|-------------------|
| Stock                      |           |   |                   |
| Class A<br>Common<br>Stock | 1,938,946 | I | Other             |
| Class A<br>Common<br>Stock | 1,162,278 | I | Spouse<br>Trustee |
| Class A<br>Common<br>Stock | 393,480   | I | Trustee 1         |
| Class A<br>Common<br>Stock | 269,878   | I | Trustee 17        |
| Class A<br>Common<br>Stock | 3,311,234 | I | Trustee 19        |
| Class A<br>Common<br>Stock | 392,500   | I | Trustee 2         |
| Class A<br>Common<br>Stock | 334,145   | I | Trustee 3         |
| Class A<br>Common<br>Stock | 393,480   | I | Trustee 4         |
| Class A<br>Common<br>Stock | 399,470   | I | Trustee 5         |
| Class A<br>Common<br>Stock | 368,624   | I | Trustee 6         |
| Class A<br>Common<br>Stock | 392,500   | I | Trustee 7         |
| Class A<br>Common<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |     |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|-----|
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Amount<br>or<br>Number<br>of<br>Shares                                    |                                                     |                                                                            |     |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Title                                                                     |                                                     |                                                                            |     |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Date<br>Exercisable                                                       | Expiration<br>Date                                  |                                                                            |     |
|                                                     |                                                                    |                                         |                                                             |                                      |                                                                                                                    |                                                                | Code                                                                      | V                                                   | (A)                                                                        | (D) |

Reporting Owners

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

Signatures

|                                             |            |
|---------------------------------------------|------------|
| By: Dorothy M. Ingalls,<br>Attorney-In-Fact | 12/02/2004 |
| **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).

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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