

MARRIOTT JOHN W III
Form 4
December 28, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT JOHN W III

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)
12/23/2004

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
EVP, Lodging

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/23/2004		M		1,982	A	\$ 3.24 407,023
Class A Common Stock	12/23/2004		M		1,982	A	\$ 3.19 409,005
Class A Common Stock	12/23/2004		S		182	D	\$ 63.22 408,823
Class A Common	12/23/2004		S		1,800	D	\$ 63.2 407,023

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Stock							
Class A Common Stock	12/23/2004	S	1,100	D	\$ 63.18	405,923	D
Class A Common Stock	12/23/2004	S	882	D	\$ 63.19	405,041	D
Class A Common Stock						337,360	I Beneficiary 1
Class A Common Stock						393,480	I Beneficiary 2
Class A Common Stock						5,413,980	I By Corporation
Class A Common Stock						160,000	I LP Partnership
Class A Common Stock						9,734	I Sp Trustee 1
Class A Common Stock						9,734	I Sp Trustee 2
Class A Common Stock						5,054	I Sp Trustee 3
Class A Common Stock						15,605	I Spouse
Class A Common Stock						24,509	I Trustee 1
Class A Common Stock						19,777	I Trustee 2
Class A Common Stock						13,689	I Trustee 3

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**

SEC 1474
(9-02)

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Class A Employee Stock Option (Right to buy)	\$ 3.24	12/23/2004		M	1,982	<u>(1)</u> 10/12/2005	Class A Common Stock	1,982
Class A Employee Stock Option (Right to buy)	\$ 3.19	12/23/2004		M	1,982	<u>(1)</u> 10/12/2005	Class A Common Stock	1,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817	X		EVP, Lodging	

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact for

12/27/2004

__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).

(1) The options will vest in four equal installments on each of the first four anniversaries of the October 12, 1990 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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