

MARRIOTT INTERNATIONAL INC /MD/
 Form 4
 December 23, 2004

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 *
 SHAW WILLIAM JOSEPH

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)
 12/21/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 President and COO

BETHESDA, MD 20817
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 10/07/2004 | | G | V | 12,000 | D | \$ 0 132,665 |
| Class A Common Stock | 12/14/2004 | | G | V | 3,500 | D | \$ 0 129,165 |
| Class A Common Stock | 12/21/2004 | | M | | 61,646 | A | \$ 11.93 190,811 |
| Class A Common | 12/21/2004 | | M | | 61,646 | A | \$ 11.74 252,457 |

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| | | | | | | | |
|----------------------------|------------|---|---------|---|-------------|---------|---|
| Stock | | | | | | | |
| Class A Common Stock | 12/21/2004 | S | 107,946 | D | \$ 62.75 | 144,511 | D |
| Class A Common Stock | 12/21/2004 | S | 1,800 | D | \$ 62.76 | 142,711 | D |
| Class A Common Stock | 12/21/2004 | S | 500 | D | \$ 62.77 | 142,211 | D |
| Class A Common Stock | 12/21/2004 | S | 1,300 | D | \$ 62.8 | 140,911 | D |
| Class A Common Stock | 12/21/2004 | S | 600 | D | \$ 62.81 | 140,311 | D |
| Class A Common Stock | 12/21/2004 | S | 100 | D | \$ 62.83 | 140,211 | D |
| Class A Common Stock | 12/21/2004 | S | 1,800 | D | \$ 62.85 | 138,411 | D |
| Class A Common Stock | 12/21/2004 | S | 800 | D | \$ 62.86 | 137,611 | D |
| Class A Common Stock | 12/21/2004 | S | 3,200 | D | \$ 62.87 | 134,411 | D |
| Class A Common Stock | 12/21/2004 | S | 400 | D | \$ 62.88 | 134,011 | D |
| Class A Common Stock | 12/21/2004 | S | 3,400 | D | \$ 62.9 | 130,611 | D |
| Class A Common Stock | 12/21/2004 | S | 200 | D | \$ 63.07 | 130,411 | D |
| Class A Common Stock | 12/21/2004 | S | 1,246 | D | \$ 63.08 | 129,165 | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Class A Employee Stock Option (Right to buy) | \$ 11.93 | 12/21/2004 | | M | 61,646 | <u>(1)</u> 10/14/2008 | Class A Common Stock 61,646 |
| Class A Employee Stock Option (Right to buy) | \$ 11.74 | 12/21/2004 | | M | 61,646 | <u>(1)</u> 10/14/2008 | Class A Common Stock 61,646 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHAW WILLIAM JOSEPH 10400 FERNWOOD ROAD BETHESDA, MD 20817 | | | President and COO | |

Signatures

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

12/22/2004

**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 vested in four equal annual installments on each of the first four anniversaries of the 10/14/1993 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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