

MARRIOTT RICHARD E
Form 4
February 15, 2005

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 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)

3. Date of Earliest Transaction
(Month/Day/Year)
02/11/2005

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

BETHESDA, MD 20817

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

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 or (D) Price			
Class A Common Stock	02/11/2005		S	10,900 D \$ 63.8	1,151,378	I	Spouse Trustee
Class A Common Stock	02/11/2005		S	1,000 D \$ 63.81	1,150,378	I	Spouse Trustee
Class A Common Stock	02/11/2005		S	1,100 D \$ 63.82	1,149,278	I	Spouse Trustee
Class A Common	02/11/2005		S	1,000 D \$ 63.83	1,148,278	I	Spouse Trustee

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Stock									
Class A Common Stock	02/11/2005	S	1,000	D	\$ 63.84	1,147,278	I		Spouse Trustee
Class A Common Stock	02/11/2005	S	10,000	D	\$ 63.9	1,137,278	I		Spouse Trustee
Class A Common Stock	02/11/2005	S	10,900	D	\$ 63.8	381,600	I		Trustee 7
Class A Common Stock	02/11/2005	S	1,000	D	\$ 63.81	380,600	I		Trustee 7
Class A Common Stock	02/11/2005	S	1,100	D	\$ 63.82	379,500	I		Trustee 7
Class A Common Stock	02/11/2005	S	1,000	D	\$ 63.83	378,500	I		Trustee 7
Class A Common Stock	02/11/2005	S	1,000	D	\$ 63.84	377,500	I		Trustee 7
Class A Common Stock	02/11/2005	S	10,000	D	\$ 63.9	367,500	I		Trustee 7
Class A Common Stock						10,489,877	D		
Class A Common Stock						1,691,346	I		Other
Class A Common Stock						137,604	I		Spouse
Class A Common Stock						393,480	I		Trustee 1
Class A Common Stock						269,878	I		Trustee 17
Class A Common Stock						3,196,600	I		Trustee 19

Class A Common Stock	392,500	I	Trustee 2
Class A Common Stock	334,145	I	Trustee 3
Class A Common Stock	393,480	I	Trustee 4
Class A Common Stock	399,470	I	Trustee 5
Class A Common Stock	368,624	I	Trustee 6
Class A Common 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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MARRIOTT RICHARD E
10400 FERNWOOD ROAD
BETHESDA, MD 20817

X

Signatures

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

02/15/2005

__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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