

MARRIOTT INTERNATIONAL INC /MD/
Form 4
May 26, 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 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)
05/24/2005

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	05/24/2005		M		35,000	A	\$ 3.24 2,107,085
Class A Common Stock	05/24/2005		M		90,000	A	\$ 3.19 2,197,085
Class A Common Stock							3,196,600 I Trustee 19
Class A Common Stock							392,500 I Trustee 2

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Stock								
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						367,500	I	Trustee 7
Class A Common Stock						393,610	I	Trustee 8
Class A Common Stock	05/24/2005	S	3,100	D	\$ 66.51	2,193,985	D	
Class A Common Stock	05/24/2005	S	3,800	D	\$ 66.52	2,190,185	D	
Class A Common Stock	05/24/2005	S	1,000	D	\$ 66.53	2,189,185	D	
Class A Common Stock	05/24/2005	S	1,200	D	\$ 66.54	2,187,985	D	
Class A Common Stock	05/24/2005	S	300	D	\$ 66.55	2,187,685	D	
Class A Common Stock	05/24/2005	S	600	D	\$ 66.56	2,187,085	D	
Class A Common Stock	05/24/2005	S	1,900	D	\$ 66.57	2,185,185	D	
Class A Common Stock						244,878	I	Beneficiary

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Class A Common Stock	6,600,000	I	By Ltd Partnership
Class A Common Stock	5,413,980	I	By-Corp
Class A Common Stock	160,000	I	GP/Partnership
Class A Common Stock	1,340,534	I	Sp Trustee 1
Class A Common Stock	7,702	I	Sp Trustee 2
Class A Common Stock	8,252	I	Sp Trustee 3
Class A Common Stock	8,252	I	Sp Trustee 4
Class A Common Stock	9,734	I	Sp Trustee 5
Class A Common Stock	9,734	I	Sp Trustee 6
Class A Common Stock	5,054	I	Sp Trustee 7
Class A Common Stock	139,735	I	Spouse
Class A Common Stock	393,480	I	Trustee 1

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)

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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	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)	\$ 3.24	05/24/2005		M		35,000		(1)	10/12/2005	Class A Common Stock	35,000
Class A Employee Stock Option (Right to buy)	\$ 3.19	05/24/2005		M		90,000		(1)	10/12/2005	Class A Common Stock	90,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817	X	X	Chairman & CEO	

Signatures

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

05/26/2005

**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).

(1) The options vested in four equal annual installments on each of the first four anniversaries of the 10/12/1990 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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