

Rodriguez David A
Form 3
June 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Rodriguez David A</p> <p>(Last) (First) (Middle)</p> <p>10400 FERNWOOD ROAD</p> <p>(Street)</p> <p>BETHESDA,Â MDÂ 20817</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/15/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARRIOTT INTERNATIONAL INC /MD/ [MAR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>EVP, Human Resources</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Class A Common - Restricted Stock Units | 2,802 | D | Â |
| Class A Common - Restricted Stock Units | 7,984 | D | Â |
| Class A Common Stock | 5,710 | D | Â |
| Class A Common Stock - Deferred Stock Award Agmt. | 12,000 | D | Â |
| Class A Common Stock - Deferred Stock Bonus Award | 396 | D | Â |
| Class A Common Stock - Deferred Stock Bonus Award | 582 | D | Â |
| Class A Common Stock - Deferred Stock Bonus Award | 734 | D | Â |
| Class A Common Stock - Restricted | 12,000 | D | Â |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Class A Employee Stock Option (Right to buy) | Â <u>(1)</u> | 02/01/2011 | Class A Common Stock | 6,000 | \$ 22.87 | D | Â |
| Class A Employee Stock Option (Right to buy) | Â <u>(2)</u> | 11/01/2011 | Class A Common Stock | 8,250 | \$ 15.91 | D | Â |
| Class A Employee Stock Option (Right to buy) | Â <u>(3)</u> | 02/06/2013 | Class A Common Stock | 37,650 | \$ 15.11 | D | Â |
| Class A Employee Stock Option (Right to buy) | Â <u>(4)</u> | 02/05/2014 | Class A Common Stock | 29,680 | \$ 22.81 | D | Â |
| Class A Employee Stock Option (Right to buy) | Â <u>(5)</u> | 02/10/2015 | Class A Common Stock | 10,760 | \$ 32.16 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rodriguez David A 10400 FERNWOOD ROAD BETHESDA,Â MDÂ 20817 | Â | Â | Â EVP, Human Resources | Â |

Signatures

By: Terri L. Turner,
Attorney-in-fact

06/21/2006

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 vest in four equal installments on each of the four anniversaries of the February 1, 2001 grant date.
- (2) The options vest in four equal installments on each of the first four anniversaries of the November 1, 2001 grant date.
- (3) The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.
- (4) The options vest in four equal installments on each of the first four anniversaries of the February 5, 2004 grant date.
- (5) The options vest in four equal installments on each of the first four anniversaries of the February 10, 2005 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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