

MARRIOTT INTERNATIONAL INC /MD/

Form 8-K

October 26, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 25, 2011

**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**1-13881**  
(Commission

File Number)

**52-2055918**  
(IRS Employer

Identification No.)

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**10400 Fernwood Road, Bethesda, Maryland**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (301) 380-3000**

**20817**

(Zip Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 8.01. Other Events.**

Marriott International, Inc. ( Marriott ) yesterday issued a press release announcing that its Board of Directors (the Board ) approved the spin-off of its wholly owned subsidiary, Marriott Vacations Worldwide Corporation, through the distribution of shares of Marriott International common stock. The Board also set the distribution ratio, record date, and distribution date for the spin-off.

A copy of Marriott s press release is attached as Exhibit 99 and is incorporated by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed with this report:

Exhibit 99 - Press release issued on October 25, 2011.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MARRIOTT INTERNATIONAL, INC.**

Date: October 26, 2011

By: */s/* CARL T. BERQUIST  
**Carl T. Berquist**  
**Executive Vice President and Chief Financial Officer**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99	Press release dated October 25, 2011.