

MARRIOTT INTERNATIONAL INC /MD/
Form 4
June 14, 2007

FORM 4

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

OMB APPROVAL

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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 JOHN W III

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)
06/13/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
13D Group Owning more than 10%

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	06/13/2007		S		14,809	D	45.77 (1)	767,497	D	
Class A Common Stock	06/14/2007		G	V	220	D	\$ 0	767,277	D	
Class A Common Stock								508,720	I (2)	Beneficiary 1
Class A Common Stock								770,960	I (2)	Beneficiary 2

Stock									
Class A Common Stock			10,827,960	I ⁽²⁾				By Corporation	
Class A Common Stock			13,200,000	I				By Ltd Partnership - TPV	
Class A Common Stock			320,000	I ⁽²⁾				LP Partnership	
Class A Common Stock			19,468	I ⁽²⁾				Sp Trustee 1	
Class A Common Stock			19,468	I ⁽²⁾				Sp Trustee 2	
Class A Common Stock			10,108	I ⁽²⁾				Sp Trustee 3	
Class A Common Stock			31,210	I ⁽²⁾				Spouse	
Class A Common Stock			56,163	I ⁽³⁾				Trustee 1	
Class A Common Stock			46,699	I ⁽³⁾				Trustee 2	
Class A Common Stock			34,523	I ⁽³⁾				Trustee 3	

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 required to respond unless the form displays a currently valid OMB control number.

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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	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	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. Nu Deriv Secur Benef Own
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