

MARRIOTT INTERNATIONAL INC /MD/
Form 4
August 07, 2007

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 Stephen G

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)
08/06/2007

____ Director
____ 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)			
				(A) or (D)	Price					
				Code	V	Amount				
Class A Common Stock	08/06/2007		M		2,642	A	\$ 3.6	1,141,747	D	
Class A Common Stock	08/06/2007		S		2,642	D	\$ 41.69	1,139,105	D	
							(1)			
Class A Common Stock	08/06/2007		M		2,642	A	\$ 3.66	1,141,747	D	
Class A Common	08/06/2007		S		2,642	D	\$ 41.69	1,139,105	D	

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Stock	<u>(2)</u>		
Class A Common Stock	2,778	I	401(k) account
Class A Common Stock	787,220	I	By 1965 Trusts
Class A Common Stock	552,220	I	By 1974 Trust
Class A Common Stock	10,827,960	I	By JWM Family Enterprises, L.P. <u>(3)</u>
Class A Common Stock	43,230	I	By Spouse
Class A Common Stock	13,200,000	I	By Thomas Point Ventures, L.P. <u>(4)</u>
Class A Common Stock	15,404	I	Sp Trustee 1 for Trust f/b/o his child
Class A Common Stock	16,504	I	Sp Trustee 2 for Trust f/b/o his child
Class A Common Stock	16,504	I	Sp Trustee 3 for Trust f/b/o his child
Class A Common Stock	74,607	I	Trustee 1 of Trust f/b/o his child
Class A Common Stock	62,827	I	Trustee 2 of Trust f/b/o his child
Class A Common Stock	53,511	I	Trustee 3 of Trust f/b/o his child <u>(5)</u>

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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(9-02)

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. Amount or Number of Shares
Employee Stock Option	\$ 3.6	08/06/2007		M	2,642	(6) 10/20/2007	Class A Common Stock	2,642
Employee Stock Option	\$ 3.66	08/06/2007		M	2,642	(6) 10/20/2007	Class A Common Stock	2,642

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marriott Stephen G 10400 FERNWOOD ROAD BETHESDA, MD 20817				13D Group Owning more than 10%

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

08/07/2007

**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) Represents the weighted average sale price. The highest price at which shares were sold was \$42.22 and the lowest price at which shares were sold was \$41.50.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$42.20 and the lowest price at which shares were sold was \$41.50.

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Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.

- (3) Stephen Garff Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of his pecuniary interest therein.

Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.

- (4) Stephen Garff Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of his pecuniary interest therein.

- (5) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

- (6) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.