

MARRIOTT INTERNATIONAL INC /MD/

Form 4

August 31, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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)
08/30/2006

☐ 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)
				(A) or (D)			
Class A Common Stock			Code V	Amount	(D) Price		
					770,960	I	Trustee 1 ⁽²⁾
Class A Common Stock					6,198,078	I	Trustee 19 ⁽²⁾
Class A Common Stock					785,000	I	Trustee 2 ⁽²⁾
Class A Common					588,766	I	Trustee 3 ⁽²⁾

Stock									
Class A Common Stock						786,960	I		Trustee 4 ⁽²⁾
Class A Common Stock						798,940	I		Trustee 5 ⁽²⁾
Class A Common Stock						696,508	I		Trustee 6 ⁽²⁾
Class A Common Stock						735,000	I		Trustee 7 ⁽²⁾
Class A Common Stock						787,220	I		Trustee 8 ⁽²⁾
Class A Common Stock	08/30/2006	M	140,204	A	\$ 2.94	4,692,678	D		
Class A Common Stock	08/30/2006	S	104,204	D	\$ <u>(1)</u> 37.15	4,588,474	D		
Class A Common Stock						395,756	I		Beneficiary ⁽²⁾
Class A Common Stock						13,200,000	I		By Ltd Partnership - TPV ⁽²⁾
Class A Common Stock						10,827,960	I		By-Corp ⁽²⁾
Class A Common Stock						320,000	I		GP/Partnership ⁽²⁾
Class A Common Stock						2,562,568	I ⁽²⁾		Sp Trustee 1
Class A Common Stock						15,404	I		Sp Trustee 2 ⁽²⁾
Class A Common Stock						16,504	I		Sp Trustee 3 ⁽²⁾

Class A Common Stock	16,504	I	Sp Trustee 4 ⁽²⁾
Class A Common Stock	19,468	I	Sp Trustee 5 ⁽²⁾
Class A Common Stock	19,468	I	Sp Trustee 6 ⁽²⁾
Class A Common Stock	10,108	I	Sp Trustee 7 ⁽²⁾
Class A Common Stock	279,470	I	Spouse ⁽²⁾

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Class A Employee Stock Option (Right to buy)	\$ 2.94	08/30/2006		M		140,204		<u>(3)</u>	10/03/2006	Class A Common Stock	140,20

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	X	X	Chairman & CEO	

MARRIOTT J W JR
10400 FERNWOOD ROAD
BETHESDA, MD 20817

Signatures

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

08/31/2006

__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 \$37.16 and the lowest price at which shares were sold was \$37.15.
- (2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991 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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