Marriott Stephen G
Form 4
March 16, 2012

# FORM 4

OMB APPROVAL

| | |
|---|---|
| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response... | 0.5 |

## 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marriott Stephen G

(Last) (First) (Middle)

10400 FERNWOOD ROAD

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARRIOTT INTERNATIONAL INC /MD/ [MAR]

3. Date of Earliest Transaction (Month/Day/Year)
03/14/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

**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 | (A) or (D) | Price | | | |
| Class A Common Stock | 03/14/2012 | | S | | 70,000 | D | $ 38.21 (1) | 725,822 | I | By 1965 Trusts (2) |
| Class A Common Stock | | | | | | | | 759,908 | D | |
| Class A Common Stock | | | | | | | | 558,254 | I | By 1974 Trust (2) |
| Class A Common Stock | | | | | | | | 10,710,082 | I | By JWM Family Enterprises, L.P. (2) |

| | | | |
|---|---|---|---|
| Class A Common Stock | 44,702 | I | By Spouse (2) |
| Class A Common Stock | 9,076,188 | I | By Thomas Point Ventures, L.P. (2) |
| Class A Common Stock | 13,220 | I | Sp Trustee 1 for Trust f/b/o his child (2) |
| Class A Common Stock | 16,682 | I | Sp Trustee 2 for Trust f/b/o his child (2) |
| Class A Common Stock | 16,682 | I | Sp Trustee 3 for Trust f/b/o his child (2) |
| Class A Common Stock | 290,000 | I | Sp. Trustee SGM Descendants Trust |
| Class A Common Stock | 80,675 | I | Trustee 1 of Trust f/b/o his child (2) |
| Class A Common Stock | 76,266 | I | Trustee 2 of Trust f/b/o his child (2) |
| Class A Common Stock | 66,847 | I | Trustee 3 of Trust f/b/o his child (2) |
| Class A Common Stock | 2,445 | I | Trustee 4 of Trust f/b/o his grandchild |
| Class A Common Stock | 2,445 | I | Trustee 5 of Trust f/b/o his grandchild |
| Class A Common Stock | 2,445 | I | Trustee 6 of Trust f/b/o his grandchild |
| Class A Common Stock | 850 | I | Trustee 7 of Trust f/b/o his grandchild |

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.**

SEC 1474 (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. Price of Derivative Security (Instr. 5) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

# Reporting Owners

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

# Signatures

| | |
|---|---|
| Bancroft S. Gordon, Attorney-In-Fact | 03/15/2012 |
| **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 $38.27 and the lowest price at which shares were sold was $38.20.. |
| **(2)** | The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. |

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.