

MARRIOTT JOHN W III  
 Form 4  
 January 05, 2005

**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)  
 01/03/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, Lodging

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	01/03/2005		J		231	A	\$ 0 405,272	D
Class A Common Stock - Deferred Stock Bonus Award	01/03/2005		J		231	D	\$ 0 1,692	D
Class A Common	01/03/2005		F		159	D	\$ 1,533 62.7	D

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Stock - Deferred Stock Bonus Award				
Class A Common Stock	337,360	I	Beneficiary 1	
Class A Common Stock	393,480	I	Beneficiary 2	
Class A Common Stock	5,413,980	I	By Corporation	
Class A Common Stock	160,000	I	LP Partnership	
Class A Common Stock	9,734	I	Sp Trustee 1	
Class A Common Stock	9,734	I	Sp Trustee 2	
Class A Common Stock	5,054	I	Sp Trustee 3	
Class A Common Stock	15,605	I	Spouse	
Class A Common Stock	24,509	I	Trustee 1	
Class A Common Stock	19,777	I	Trustee 2	
Class A Common Stock	13,689	I	Trustee 3	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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