

MARRIOTT INTERNATIONAL INC /MD/  
Form 4  
February 11, 2005

# FORM 4

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

OMB APPROVAL

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

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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 RICHARD E

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/10/2005

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

10400 FERNWOOD ROAD

(Street)

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

BETHESDA, MD 20817

(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  | (A) or (D)   | Price   |
| Class A Common Stock            | 02/10/2005                           |  | M                              |   | 27,521  | A  | \$ 3.24   |
| Class A Common Stock            | 02/10/2005                           |  | M                              |   | 17,834  | A  | \$ 5.97   |
| Class A Common Stock            | 02/10/2005                           |  | M                              |   | 15,962  | A  | \$ 7.2  |
| Class A Common Stock            | 02/10/2005                           |  | M                              |   | 27,521  | A  | \$ 3.19   |

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|                            |            |   |         |   |            |            |   |                   |  |
|----------------------------|------------|---|---------|---|------------|------------|---|-------------------|--|
| Stock                      |            |   |         |   |            |            |   |                   |  |
| Class A<br>Common<br>Stock | 02/10/2005 | M | 17,834  | A | \$<br>5.88 | 10,596,549 | D |                   |  |
| Class A<br>Common<br>Stock | 02/10/2005 | M | 15,962  | A | \$<br>7.32 | 10,612,511 | D |                   |  |
| Class A<br>Common<br>Stock | 02/10/2005 | S | 122,634 | D | \$<br>64.4 | 10,489,877 | D |                   |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 1,691,346  | I | Other             |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 137,604    | I | Spouse            |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 1,162,278  | I | Spouse<br>Trustee |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 393,480    | I | Trustee 1         |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 269,878    | I | Trustee 17        |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 3,196,600  | I | Trustee 19        |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 392,500    | I | Trustee 2         |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 334,145    | I | Trustee 3         |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 393,480    | I | Trustee 4         |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 399,470    | I | Trustee 5         |  |
| Class A<br>Common<br>Stock |            |   |         |   |            | 368,624    | I | Trustee 6         |  |

|                            |         |   |           |
|----------------------------|---------|---|-----------|
| Class A<br>Common<br>Stock | 392,500 | I | Trustee 7 |
| Class A<br>Common<br>Stock | 393,610 | I | Trustee 8 |

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

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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) | Amount or Number of Shares |  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                      |  |
| Class A Employee Stock Option (Right to buy) | \$ 3.24  | 02/10/2005                           |  | M                              | 27,521  | <u>(1)</u> 10/12/2005                                    | Class A Common Stock  | 27,521                     |  |
| Class A Employee Stock Option (Right to buy) | \$ 3.19  | 02/10/2005                           |  | M                              | 27,521  | <u>(1)</u> 10/12/2005                                    | Class A Common Stock  | 27,521                     |  |
| Class A Employee Stock Option (Right to buy) | \$ 5.97  | 02/10/2005                           |  | M                              | 17,834  | <u>(2)</u> 10/03/2006                                    | Class A Common Stock  | 17,834                     |  |
| Class A Employee Stock                       | \$ 5.88  | 02/10/2005                           |  | M                              | 17,834  | <u>(2)</u> 10/03/2006                                    | Class A Common Stock  | 17,834                     |  |

Option  
(Right to  
buy)

Class A  
Employee  
Stock  
Option  
(Right to  
buy)

\$ 7.2

02/10/2005

M

15,962

(3)

10/20/2007

Class A  
Common  
Stock 15,962

Class A  
Employee  
Stock  
Option  
(Right to  
buy)

\$ 7.32

02/10/2005

M

15,962

(3)

10/20/2007

Class A  
Common  
Stock 15,962

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MARRIOTT RICHARD E<br>10400 FERNWOOD ROAD<br>BETHESDA, MD 20817 |               | X         |         |       |

## Signatures

By: Dorothy M. Ingalls,  
Attorney-In-Fact

02/10/2005

\*\*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) The options vested in four equal annual installments on each of the first four anniversaries of the 10/12/1990 grant date.
- (2) The options vested in four equal annual installments on each of the first four anniversaries of the 10/3/1991 grant date.
- (3) 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.

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