Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

MARRIOTT INTERNATIONAL INC /MD/

Form 4

February 22, 2007

FORM 4

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

OMB Number: 3235-0287

Estimated average

burden hours per

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

response...

See Instruction 1(b).

Class A

Common

(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) 10400 FERNWOOD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 02/21/2007				Director X 10% Owner Officer (give title below) Other (specify below)				
BETHESDA	(Street) A, MD 20817			endment, Day/Yea	ate Original r)			6. Individual or J Applicable Line) _X_ Form filed by Form filed by Person	•	erson	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ties Acq	uired, Disposed (of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)) Execution	emed on Date, if /Day/Year)	3. Transacti Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Class A Common Stock	02/21/2007			S	54,000	D	\$ 49.6 (1)	1,939,955	I	Spouse Trustee	
Class A Common Stock								20,756,694	D		
Class A Common Stock								3,382,692	I	Other	

276,397

Ι

Spouse

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

Stock			
Class A Common Stock	770,960	I	Trustee 1
Class A Common Stock	265,756	I	Trustee 17
Class A Common Stock	6,060,764	I	Trustee 19
Class A Common Stock	785,000	I	Trustee 2
Class A Common Stock	588,766	I	Trustee 3
Class A Common Stock	786,960	I	Trustee 4
Class A Common Stock	798,940	I	Trustee 5
Class A Common Stock	695,639	I	Trustee 6
Class A Common Stock	732,274	I	Trustee 7
Class A Common Stock	787,220	I	Trustee 8
Reminder: Penort on a separate line for each class of securities beneficially owned directly or i	ndirectly		

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	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. onNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	8	(Instr. 3 and 4)		Own

Edgar Filing: MARRIOTT INTERNATIONAL INC /MD/ - Form 4

Security

Acquired

(A) or

Disposed

of (D)

(Instr. 3,

4, and 5)

Code V (A) (D) Date Expiration Title Amount

Exercisable Date or

Number

Follo

Repo

Trans

(Insti

of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MARRIOTT RICHARD E
10400 FERNWOOD ROAD
BETHESDA, MD 20817

Signatures

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

**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 \$49.70 and the lowest price at which shares were sold was \$49.50.

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.

Reporting Owners 3