

MARRIOTT INTERNATIONAL INC /MD/
 Form 3
 May 26, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Harrison Deborah Marriott</p> <p>(Last) (First) (Middle)</p> <p>10400 FERNWOOD ROAD</p> <p>(Street)</p> <p>BETHESDA, Â MDÂ 20817</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/17/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARRIOTT INTERNATIONAL INC /MD/ [MAR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>13D group owning more than 10%</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 309,065 | D | Â |
| Class A Common Stock | 6,310 ⁽¹⁾ | D | Â |
| Class A Common Stock | 41,889 | I | By Spouse |
| Class A Common Stock | 20 | I | By Minor Child |
| Class A Common Stock | 5,230 | I | Trustee 1 of Trust f/b/o her child |
| Class A Common Stock | 4,203 | I | Trustee 2 of Trust f/b/o her child |
| Class A Common Stock | 1,215 | I | Trustee 3 of Trust f/b/o her child |
| Class A Common Stock | 6,655 | I | Trustee 4 of Trust f/b/o her child |
| Class A Common Stock | 38,058 | I | Trustee 5 of Trust f/b/o her child |
| Class A Common Stock | 36,471 | I | Trustee 6 of Trust f/b/o her child |
| Class A Common Stock | 28,311 | I | Trustee 7 of Trust f/b/o her child |

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| | | | |
|------------------------|--------------------------|---|------------------------------------|
| Class A Common Stock | 27,156 | I | Trustee 8 of Trust f/b/o her child |
| Class A Common Stock | 23,768 | I | Trustee 9 of Trust f/b/o her child |
| Class A Common Stock | 5,413,980 ⁽²⁾ | I | By JWM Family Enterprises, L.P. |
| Class A Common Stock | 6,600,000 ⁽³⁾ | I | By Thomas Point Ventures, L.P. |
| Class A Common Stock | 344,170 ⁽⁴⁾ | I | By 1974 Trust |
| Class A Common Stock | 399,470 ⁽⁵⁾ | I | By 1965 Trusts |
| Class A Common Stock | 510 ⁽⁶⁾ | I | By Spouse |
| Restricted Stock Units | 7,101 ⁽⁷⁾ | I | By Spouse |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|---|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Employee Stock Option | 10/03/1995 | 10/03/2006 | Class A Common Stock | 3,413 | \$ 5.9716 | I | By Spouse |
| Employee Stock Option | 10/20/1996 | 10/20/2007 | Class A Common Stock | 5,284 | \$ 7.3227 | I | By Spouse |
| Employee Stock Option | 10/20/1996 | 10/20/2007 | Class A Common Stock | 5,284 | \$ 7.2048 | I | By Spouse |
| Employee Stock Option | 10/14/1997 | 10/14/2008 | Class A Common Stock | 4,624 | \$ 11.7406 | I | By Spouse |
| Employee Stock Option | 10/14/1997 | 10/14/2008 | Class A Common Stock | 4,624 | \$ 11.9327 | I | By Spouse |
| Employee Stock Option | 11/03/1998 | 11/03/2009 | Class A Common Stock | 4,073 | \$ 13.1214 | I | By Spouse |
| Employee Stock Option | 11/03/1998 | 11/03/2009 | | 4,073 | \$ 13.3362 | I | By Spouse |

| | | | | | | | | |
|-----------------------|------------|------------|----------------------------|-------|------------|---|-----------|--|
| | | | Class A Common Stock | | | | | |
| Employee Stock Option | 11/02/1999 | 11/02/2010 | Class A Common Stock | 3,303 | \$ 16.7538 | I | By Spouse | |
| Employee Stock Option | 11/02/1999 | 11/02/2010 | Class A Common Stock | 3,303 | \$ 17.028 | I | By Spouse | |
| Employee Stock Option | 11/07/2000 | 11/07/2011 | Class A Common Stock | 2,532 | \$ 24.6943 | I | By Spouse | |
| Employee Stock Option | 11/07/2000 | 11/07/2011 | Class A Common Stock | 2,532 | \$ 25.0984 | I | By Spouse | |
| Employee Stock Option | 11/06/2001 | 11/06/2012 | Class A Common Stock | 2,312 | \$ 30.537 | I | By Spouse | |
| Employee Stock Option | 11/06/2001 | 11/06/2012 | Class A Common Stock | 2,312 | \$ 31.0368 | I | By Spouse | |
| Employee Stock Option | 11/06/2002 | 11/05/2013 | Class A Common Stock | 6,000 | \$ 28.2187 | I | By Spouse | |
| Employee Stock Option | 11/04/2003 | 11/04/2014 | Class A Common Stock | 5,000 | \$ 33.1563 | I | By Spouse | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Harrison Deborah Marriott 10400 FERNWOOD ROAD BETHESDA, MD 20817 | Â | Â | Â | 13D group owning more than 10% |

Signatures

/s/ Deborah Marriott
Harrison 05/25/2006

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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- (1) Shares owned jointly with her husband, Ronald Taylor Harrison.

Shares held by JWM Family Enterprises, L.P. ("JWMFE, LP"). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.

- (2) Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, L.P. except to the extent of her pecuniary interest therein.

Shares held by Thomas Point Ventures, L.P. ("TPV"). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the

- (3) general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of his pecuniary interest therein.

- (4) Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, and an unrelated person are trustees.

- (5) Shares held in two 1965 trusts for the benefit of Deborah Marriott Harrison. J. Willard Marriott, Jr., Deborah Marriott Harrison's father, and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees.

Holders of deferred bonus stock awards do not receive dividends or exercise voting rights on their deferred bonus stock until it is

- (6) distributed to them. The recipient can designate an award as current, which is distributed in 10 annual installments beginning one year after the award is granted, or deferred, which is distributed in a lump sum or in up to 10 installments following termination of employment. Deferred bonus stock contingently vests in ten equal annual installments beginning one year after the Issuer makes the award.

Represents 220 share units, 993 share units and 1,888 share units granted on February 5, 2004, February 10, 2005 and February 13, 2006,

- (7) respectively, that vest in four equal annual installments and 4,000 shares units granted on May 11, 2005 that vest in five equal annual installments.

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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