

MARRIOTT INTERNATIONAL INC /MD/

Form 4

August 31, 2006

FORM 4**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT J W JR

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)
08/31/2006

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chairman & CEO

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)
Class A Common Stock	08/31/2006		S	40,000	D 37.66 (1)	355,756	I Beneficiary
Class A Common Stock						4,588,474	D
Class A Common Stock						13,200,000	I By Ltd Partnership - TPV (2)
Class A Common						10,827,960	I By-Corp (2)

Stock			
Class A Common Stock	320,000	I	GP/Partnership (2)
Class A Common Stock	2,562,568	I (2)	Sp Trustee 1
Class A Common Stock	15,404	I	Sp Trustee 2 (2)
Class A Common Stock	16,504	I	Sp Trustee 3 (2)
Class A Common Stock	16,504	I	Sp Trustee 4 (2)
Class A Common Stock	19,468	I	Sp Trustee 5 (2)
Class A Common Stock	19,468	I	Sp Trustee 6 (2)
Class A Common Stock	10,108	I	Sp Trustee 7 (2)
Class A Common Stock	279,470	I	Spouse (2)
Class A Common Stock	770,960	I	Trustee 1 (2)
Class A Common Stock	6,198,078	I	Trustee 19 (2)
Class A Common Stock	785,000	I	Trustee 2 (2)
Class A Common Stock	588,766	I	Trustee 3 (2)
Class A Common Stock	786,960	I	Trustee 4 (2)

Class A Common Stock	798,940	I	Trustee 5 ⁽²⁾
Class A Common Stock	696,508	I	Trustee 6 ⁽²⁾
Class A Common Stock	735,000	I	Trustee 7 ⁽²⁾
Class A Common Stock	787,220	I	Trustee 8 ⁽²⁾

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)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)						

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817	X	X	Chairman & CEO	

Signatures

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

08/31/2006

__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 \$37.71 and the lowest price at which shares were sold was \$37.65.
- (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.

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