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MARRIOTT INTERNATIONAL INC /MD/

Form 5

January 04, 2008

FORM 5 UNITED STATES SECURITIES AND EVOLANCE COMMISSION OMB

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

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Expires. 2005
Estimated average burden hours per response... 1.0

Number:

Expires:

5. Relationship of Reporting Person(s) to

3235-0362

January 31,

1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
Reported
Form 4 30(h) of the Investment Company Act of 1940

Transactions Reported

1. Name and Address of Reporting Person *

Harrison Deborah Marriott			Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]				Issuer (Check all applicable)				
(Last)	(First) (· · · · · · · · · · · · · · · · · · ·	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/29/2007			ded	below)	ve title X below)			
10400 FER	NWOOD ROAD)	12,2,1					Men	nber of 13(d) g	group	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Reporting (check applicable line)			
BETHESD	A, MD 20817	,						_X_ Form Filed by One Reporting Person Form Filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	ole I - Non-De	rivative Se	ecuriti	ies Acq	uired, Disposed	of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution I any	Execution Date, if Transaction		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (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	12/17/2007	Â		G	9,240	D	\$ 0	437,875	D	Â	
Class A Common Stock	12/17/2007	Â		G	396	A	\$ 0	10,133	I	Trustee 2 of Trust f/b/o her child (1)	
Class A Common Stock	12/17/2007	Â		G	396	A	\$ 0	10,529	I	Trustee 2 of Trust f/b/o her child (1)	

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Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	10,925	I	Trustee 2 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$0	77,843	I	Trustee 5 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	78,239	I	Trustee 5 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	78,635	I	Trustee 5 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	58,349	I	Trustee 7 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	58,745	I	Trustee 7 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	59,141	I	Trustee 7 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	56,039	I	Trustee 8 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	56,435	I	Trustee 8 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	56,831	I	Trustee 8 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	49,263	I	Trustee 9 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$ 0	49,659	I	Trustee 9 of Trust f/b/o her child (1)
Class A Common Stock	12/17/2007	Â	G	396	A	\$0	50,055	I	Trustee 9 of Trust f/b/o her child (1)
Class A Common Stock	Â	Â	Â	Â	Â	Â	798,940 (4)	I	By 1965 Trusts
Class A Common	Â	Â	Â	Â	Â	Â	688,340 <u>(5)</u>	I	By 1974 Trust

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Class A Common Stock	Â	Â	Â	Â	Â	Â	10,827,960 (6)	I	By JWM Family Enterprises, L.P.
Class A Common Stock	Â	Â	Â	Â	Â	Â	40	I	By Minor Child
Class A Common Stock	Â	Â	Â	Â	Â	Â	86,414 <u>(3)</u>	I	By Spouse (6) <u>(7)</u>
Class A Common Stock	Â	Â	Â	Â	Â	Â	21,136	I	By Spouse
Class A Common Stock	Â	Â	Â	Â	Â	Â	13,200,000	I	By Thomas Point Ventures, L.P.
Class A Common Stock	Â	Â	Â	Â	Â	Â	7,370	I	Trustee 1 of Trust f/b/o her child (1)
Class A Common Stock	Â	Â	Â	Â	Â	Â	2,430	I	Trustee 3 of Trust f/b/o her child
Class A Common Stock	Â	Â	Â	Â	Â	Â	13,310	I	Trustee 4 of Trust f/b/o her child
Class A Common Stock	Â	Â	Â	Â	Â	Â	72,942	I	Trustee 6 of Trust f/b/o her child

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 2270 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration Date	Amount of	Derivative	of
Security	or Exercise	• •	any	Code	of	(Month/Day/Year)	Underlying	Security	D
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e	Securities	(Instr. 5)	Se
	Derivative				Securities	S	(Instr. 3 and 4)		В
	Security				Acquired				О
					(A) or				E
					Disposed				Is
					of (D)				Fi
					(Instr. 3,				(I

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4, and 5)

				Amount
(A) (D)	Date Exercisable	Expiration Date	Title	or Number of Shares
()				

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Harrison Deborah Marriott

10400 FERNWOOD ROAD BETHESDA, MDÂ 20817

 \hat{A} \hat{A} \hat{A} Member of 13(d) group

Signatures

By: Bancroft S. Gordon, Attorney-In-Fact

01/04/2008

**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 Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (3) 21,136 shares previously reported as directly owned by Mrs. Harrison are now reported as indirectly owned by her husband.
- (4) 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.
- (5) 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.
 - Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.
- (6) 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, LP except to the extent of her pecuniary interest therein.
- (7) The Reporting Person disclaims beneficial ownership of the reported securities 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
- (8) 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 her pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.

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