

MARRIOTT INTERNATIONAL INC /MD/
Form 3/A
July 18, 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>Marriott Stephen G</p> <p>(Last) (First) (Middle)</p> <p>10400 FERNWOOD ROAD</p> <p>(Street)</p> <p>BETHESDA, MD 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 (specify below)</p> <p>13D group owning more than 10%</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/26/2006</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>
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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	570,379	D ⁽¹⁾	Marriott
Class A Common Stock	21,615	I	By Spouse
Class A Common Stock	36,365	I	Trustee 1 for Trust f/b/o his child
Class A Common Stock	30,475	I	Trustee 2 for Trust f/b/o his child
Class A Common Stock	25,817	I	Trustee 3 for Trust f/b/o his child
Class A Common Stock	7,702	I	Spouse Trustee 1 for Trust f/b/o his child
Class A Common Stock	8,252	I	Spouse Trustee 2 for Trust f/b/o his child
Class A Common Stock	8,252	I	Spouse Trustee 3 for Trust f/b/o his child
Class A Common Stock	5,413,980 ⁽²⁾	I	By JWM Family Enterprises, L.P.

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Class A Common Stock	6,600,000 ⁽³⁾	I	By Thomas Point Ventures, L.P.
Class A Common Stock	327,360 ⁽⁴⁾	I	By 1974 Trust
Class A Common Stock	393,610 ⁽⁵⁾	I	By 1965 Trusts
Deferred Bonus Stock	850 ⁽⁶⁾	D	Â
Class A Common Stock	1,389	I	401(k) account
Restricted Stock Units	2,628 ⁽⁷⁾	D	Â

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

SEC 1473 (7-02)

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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	10/20/1996	10/20/2007	Class A Common Stock	1,321	\$ 7.3227	D	Â
Employee Stock Option	10/20/1996	10/20/2007	Class A Common Stock	1,321	\$ 7.2048	D	Â
Employee Stock Option	10/14/1997	10/14/2008	Class A Common Stock	1,211	\$ 11.9327	D	Â
Employee Stock Option	10/14/1997	10/14/2008	Class A Common Stock	1,211	\$ 11.7406	D	Â
Employee Stock Option	11/03/1998	11/03/2009	Class A Common Stock	1,211	\$ 13.1214	D	Â
Employee Stock Option	11/03/1998	11/03/2009	Class A Common Stock	1,211	\$ 13.3362	D	Â
Employee Stock Option	11/02/1999	11/02/2010	Class A Common Stock	1,982	\$ 16.7538	D	Â

Employee Stock Option	11/02/1999	11/02/2010	Class A Common Stock	1,982	\$ 17.028	D	Â
Employee Stock Option	11/07/2000	11/07/2011	Class A Common Stock	2,642	\$ 24.6943	D	Â
Employee Stock Option	11/07/2000	11/07/2011	Class A Common Stock	2,642	\$ 25.0984	D	Â
Employee Stock Option	11/06/2001	11/06/2012	Class A Common Stock	2,312	\$ 30.537	D	Â
Employee Stock Option	11/06/2001	11/06/2012	Class A Common Stock	2,312	\$ 31.0368	D	Â
Employee Stock Option	11/05/2002	11/05/2013	Class A Common Stock	7,440	\$ 28.2187	D	Â
Employee Stock Option	11/04/2003	11/04/2014	Class A Common Stock	7,200	\$ 22.1563	D	Â
Employee Stock Option	02/01/2005	02/01/2011	Class A Common Stock	6,000	\$ 45.735	D	Â
Employee Stock Option	11/01/2005	11/01/2011	Class A Common Stock	9,320	\$ 31.82	D	Â
Employee Stock Option	Â ⁽⁸⁾	02/06/2013	Class A Common Stock	10,050	\$ 30.21	D	Â
Stock Appreciation Rights	Â ⁽⁹⁾	02/13/2016	Class A Common Stock	1,716	\$ ⁽⁹⁾	D	Â

Reporting Owners

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

Signatures

Stephen Garff
Marriott

07/18/2006

 **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).
- (1) This Form 3/A reflects an additional 813 shares directly held by the Reporting Person that were acquired pursuant to the Issuer's Dividend Reinvestment Plan. This Form 3/A does not reflect the Issuer's two-for-one stock split that was affected on June 9, 2006.

Shares held by JWM Family Enterprises, L.P. ("JWMFE, LP"). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.
- (2) Stephen Garff Marriott 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 his 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 general partner of JWMFE, LP. Stephen Garff Marriott 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.
- (3) Shares held in a 1974 trust for the benefit of Stephen Garff Marriott. Donna Rae Garff Marriott, Stephen Garff Marriott's mother, and an unrelated person are trustees.
- (4) Shares held in two 1965 trusts for the benefit of Stephen Garff Marriott. J. Willard Marriott, Jr., Stephen Garff Marriott's father, and Richard E. Marriott, Stephen Garff Marriott'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 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.
- (5) Represents 922 share units, 1,050 share units and 656 share units granted on February 5, 2004, February 10, 2005 and February 13, 2006, respectively, that vest in four equal annual installments.
- (6) These options vest in four equal annual installments beginning on February 6, 2004.
- (7) These stock appreciation rights were granted on February 13, 2006 and vest in four equal annual installments. The exercise price shall be the difference between the grant price (\$68.93 per share) and the market price at exercise divided by the market price at exercise.
- (8) These stock appreciation rights were granted on February 13, 2006 and vest in four equal annual installments. The exercise price shall be the difference between the grant price (\$68.93 per share) and the market price at exercise divided by the market price at exercise.

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.