

MARRIOTT JOHN W III  
 Form 4  
 January 05, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARRIOTT JOHN W III**

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)  
 01/03/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP, Lodging

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)
			Code	V	Amount	(D)	Price
Class A Common Stock	01/03/2005		J		231	A	\$ 0 405,272
Class A Common Stock - Deferred Stock Bonus Award	01/03/2005		J		231	D	\$ 0 1,692
Class A Common	01/03/2005		F		159	D	\$ 1,533 62.7

Edgar Filing: MARRIOTT JOHN W III - Form 4

Stock - Deferred Stock Bonus Award				
Class A Common Stock	337,360	I	Beneficiary 1	
Class A Common Stock	393,480	I	Beneficiary 2	
Class A Common Stock	5,413,980	I	By Corporation	
Class A Common Stock	160,000	I	LP Partnership	
Class A Common Stock	9,734	I	Sp Trustee 1	
Class A Common Stock	9,734	I	Sp Trustee 2	
Class A Common Stock	5,054	I	Sp Trustee 3	
Class A Common Stock	15,605	I	Spouse	
Class A Common Stock	24,509	I	Trustee 1	
Class A Common Stock	19,777	I	Trustee 2	
Class A Common Stock	13,689	I	Trustee 3	

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)

