

COOPER SIMON

Form 4

March 20, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
COOPER SIMON

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)
03/17/2006

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
Pres/COO Ritz Carlton Hotel Co

BETHESDA, MD 20817

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	03/17/2006		M		9,425	A	\$ 30.21
							20,305
Class A Common Stock	03/17/2006		S ⁽¹⁾		9,425	D	\$ 69.09
							10,880
Class A Common Stock	03/17/2006		M		5,000	A	\$ 45.74
							15,880
Class A Common	03/17/2006		S ⁽²⁾		5,000	D	\$ 69.14
							10,880

Edgar Filing: COOPER SIMON - Form 4

Stock

Class A Common Stock	03/17/2006	M	7,000	A	\$ 31.82	17,880	D
----------------------------	------------	---	-------	---	-------------	--------	---

Class A Common Stock	03/17/2006	S ⁽³⁾	7,000	D	\$ 69.11	10,880	D
----------------------------	------------	------------------	-------	---	-------------	--------	---

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 D S (1	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Employee Stock Option (Right to buy)	\$ 45.74	03/17/2006		M		5,000		<u>(4)</u>	02/01/2011	Class A Common Stock	5,000
Class A Employee Stock Option (Right to buy)	\$ 31.82	03/17/2006		M		7,000		<u>(5)</u>	11/01/2011	Class A Common Stock	7,000
Class A Employee Stock Option (Right to buy)	\$ 30.21	03/17/2006		M		9,425		<u>(6)</u>	02/06/2013	Class A Common Stock	9,425

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COOPER SIMON 10400 FERNWOOD ROAD BETHESDA, MD 20817	Pres/COO Ritz Carlton Hotel Co

Signatures

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

03/20/2006

____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 \$69.19 and the lowest price at which shares were sold was \$69.05.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$69.15 and the lowest price at which shares were sold was \$69.12.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$69.13 and the lowest price at which shares were sold was \$69.07.
- (4) The options vest in four equal installments on each of the four anniversaries of the February 1, 2001 grant date.
- (5) The options vest in four equal installments on each of the first four anniversaries of the November 1, 2001 grant date.
- (6) The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.

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.