MCKENZIE FLORETTA D

Check this box

if no longer

Section 16.

subject to

Form 4 June 09, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Washington, D.C. 20549

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * MCKENZIE FLORETTA D

(First)

2. Issuer Name and Ticker or Trading

Symbol

MARRIOTT INTERNATIONAL

5. Relationship of Reporting Person(s) to Issuer

below)

INC /MD/ [MAR]

3. Date of Earliest Transaction (Month/Day/Year)

_X__ Director 10% Owner Officer (give title Other (specify

(Check all applicable)

01/10/2006

(Street) 4. If Amendment, Date Original

(Middle)

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

BETHESDA, MD 20817

10400 FERNWOOD ROAD

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired ction(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Class A Common Stock-Dir. Def. Stock Comp Plan-1	01/10/2006		Code V A(1)	Amount 63		Price \$ 68.83	(Instr. 3 and 4) 18,354	D	
Class A Common Stock-Dir. Def. Stock Comp Plan-1	04/10/2006		A(1)	70	A	\$ 71.68	18,424	D	

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]	
	Derivative				Securities	1		(Instr.	3 and 4)		(
	Security				Acquired]	
					(A) or						J	
					Disposed						-	
					of (D)						(
					(Instr. 3,							
					4, and 5)							
									Amount			
									or			
						Date	Expiration	Title	Number			
						Exercisable	Date	Titic		of		
				Code V	(A) (D)				Shares			
				Code v	(A) (D)				Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
MCKENZIE FLORETTA D							
10400 FERNWOOD ROAD	X						
BETHESDA, MD 20817							

Signatures

By: Terri L. Turner, Attorney-in-fact

06/08/2006

**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) Shares are represented by phantom stock units accrued under the Issuer's 2002 Comprehensive Stock and Cash Incentive Plan (the Plan) in payment of directors fees and are to be settled in Issuer's Class A Common Stock upon Reporting Person's retirement.

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.

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