Marriott Stephen G Form 4 August 30, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Marriott Stephen G

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) 3. Date of Earliest Transaction

(Month/Day/Year) 08/28/2006

Director below)

10% Owner Officer (give title __X_ Other (specify below)

10400 FERNWOOD ROAD

(Street)

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

13D Group Owning more than 10% 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

| (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) | Code (Instr. 8) | 4. Securities Acquired (A our Disposed of (D) (Instr. 3, 4 and 5) (A) or | | | 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) | | |
| Class A Common Stock | 08/28/2006 | | Code V S | Amount 102,500 | (D) | Price \$ 36.66 (1) | 552,220 | I | By 1974 Trust | | |
| Class A Common Stock | | | | | | | 1,142,724 | D | | | |
| Class A Common Stock | | | | | | | 2,778 | I | 401(k) account | | |
| Class A Common | | | | | | | 787,220 | I | By 1965 Trusts | | |

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Stock

| Class A Common Stock | 10,827,960 | I | By JWM Family Enterprises, L.P. (2) |
|----------------------|------------|---|---|
| Class A Common Stock | 43,230 | I | By Spouse |
| Class A Common Stock | 13,200,000 | I | By Thomas Point Ventures, L.P. (3) |
| Class A Common Stock | 15,404 | I | Sp Trustee 1 for Trust f/b/o his child |
| Class A Common Stock | 16,504 | I | Sp Trustee 2 for Trust f/b/o his child |
| Class A Common Stock | 16,504 | I | Sp Trustee 3 for Trust f/b/o his child |
| Class A Common Stock | 72,730 | I | Trustee 1 of Trust f/b/o his child |
| Class A Common Stock | 60,950 | I | Trustee 2 of Trust f/b/o his child |
| Class A Common Stock | 51,634 | I | Trustee 3 of Trust f/b/o his child |

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

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SEC 1474

(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. Nu |
|-------------|-------------|---------------------|--------------------|-----------|-----------|-------------------------|--------------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | ionNumber | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secui |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. | 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | Secur (Instr | ities . 3 and 4) | (Instr. 5) |
|------------|------------------------------|------------------|---------|----|--|-----|---------------------|--------------------|-----------------|--|------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Marriott Stephen G 10400 FERNWOOD ROAD BETHESDA, MD 20817

13D Group Owning more than 10%

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Signatures

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

08/30/2006

Date

**Signature of Reporting Person

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 \$36.85 and the lowest price at which shares were sold was \$36.54.
- 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.

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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