

MARRIOTT INTERNATIONAL INC /MD/
Form 5
January 04, 2008

FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

| | | | | |
|---|---------|----------|--|---|
| 1. Name and Address of Reporting Person * | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer |
| Marriott Stephen G | | | MARRIOTT INTERNATIONAL INC /MD/ [MAR] | (Check all applicable) |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning more than 10% |
| 10400 FERNWOOD ROAD | | | 12/29/2007 | |
| (Street) | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) |
| BETHESDA, MD 20817 | | | | <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| | | | | (A) or (D) Price | | | |
| Class A Common Stock | 12/17/2007 | | G | 7,920 D \$ 0 | 1,126,065 | D | |
| Class A Common Stock | 12/17/2007 | | G | 5,760 D \$ 0 | 1,120,305 | D | |
| Class A Common Stock | 12/17/2007 | | G | 660 A \$ 0 | 75,267 | I | Trustee 1 of Trust f/b/o his child ⁽¹⁾ |

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| | | | | | | | | | |
|----------------------------|------------|---|---|-----|---|------|------------|---|---|
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 75,927 | I | Trustee 1 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 76,587 | I | Trustee 1 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 77,247 | I | Trustee 1 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 63,487 | I | Trustee 2 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 64,147 | I | Trustee 2 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 64,807 | I | Trustee 2 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 65,467 | I | Trustee 2 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 54,171 | I | Trustee 3 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 54,831 | I | Trustee 3 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 55,491 | I | Trustee 3 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | 12/17/2007 | Â | G | 660 | A | \$ 0 | 56,151 | I | Trustee 3 of Trust f/b/o his child ⁽¹⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,778 | I | 401(k) account |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 787,220 | I | By 1965 Trusts |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 552,220 | I | By 1974 Trust |
| Class A Common | Â | Â | Â | Â | Â | Â | 10,827,960 | I | By JWM Family |

| | | | | | | | | | | |
|----------------------|---|---|---|---|---|---|------------|---|--|---|
| Stock | | | | | | | | | | Enterprises, L.P. ⁽²⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 43,230 | I | | By Spouse |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 13,200,000 | I | | By Thomas Point Ventures, L.P. ⁽³⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 15,404 | I | | Sp Trustee 1 for Trust f/b/o his child |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 16,504 | I | | Sp Trustee 2 for Trust f/b/o his child |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 16,504 | I | | Sp Trustee 3 for Trust f/b/o his child |

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.

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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. Price of Derivative Security (Instr. 5) | 9. of D Se B O E I F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Marriott Stephen G
10400 FERNWOOD ROAD Â Â Â 13D Group Owning more than 10%
BETHESDA,Â MDÂ 20817

Signatures

By: Bancroft S. Gordon,
Attorney-In-Fact

01/04/2008

**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) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
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
- (3) 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 provided 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.