MARRIOTT INTERNATIONAL INC /MD/

Form 4

February 21, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

Expires:

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January 31, 2005

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Form 5 obligations may continue.

See Instruction

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).

(Last)

(City)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

MARRIOTT J W JR

2. Issuer Name and Ticker or Trading

Symbol

MARRIOTT INTERNATIONAL

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman & CEO

Issuer

INC /MD/ [MAR]

3. Date of Earliest Transaction

Filed(Month/Day/Year)

(Month/Day/Year) 02/19/2008

_X__ Director X 10% Owner

X_ Officer (give title Other (specify below)

10400 FERNWOOD ROAD

4. If Amendment, Date Original

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

(Zip)

(Middle)

Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Reported

BETHESDA, MD 20817

1.Title of

(State)

(Month/Day/Year)

2. Transaction Date 2A. Deemed 3. 4. Securities Execution Date, if

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following

Ownership (Instr. 4) (Instr. 4)

7. Nature of

(9-02)

Indirect

(A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	ĺ	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numl Share
Stock Appreciation Rights	\$ 35.54	02/19/2008		A		447,304		<u>(1)</u>	02/19/2018	Class A Common Stock	447,

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MARRIOTT J W JR							
10400 FERNWOOD ROAD	X	X	Chairman & CEO				
BETHESDA, MD 20817							

Signatures

By: Bancroft S. Gordon, Attorney-In-Fact 02/21/2008

**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) Stock Appreciatian Rights, settled in Class A Common Stock and vesting in four equal annual installments beginning on the first anniversary of the February 19, 2008 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.

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