MARRIOTT INTERNATIONAL INC /MD/

Form 4/A

February 21, 2008

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

OMB Number:

3235-0287 January 31,

2005

0.5

if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Expires:

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response...

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Form 5 obligations may continue.

See Instruction

Form 4 or

Check this box

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 *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

BERQUIST CARL T

Symbol MARRIOTT INTERNATIONAL

(Check all applicable)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

INC /MD/ [MAR]

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

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Executive VP - Fin

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

below)

10400 FERNWOOD ROAD

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) 02/21/2008

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BETHESDA, MD 20817

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s) (Instr. 3 and 4)

(A) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amoui Exercisable Date orNumbe of Shar Stock Class A \$ 35.54 Appreciation 02/19/2008 A 35,008 (2) 02/19/2018 Common 35,00 (1) Stock Rights

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BERQUIST CARL T 10400 FERNWOOD ROAD BETHESDA, MD 20817

Executive VP - Fin

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) Incorrect conversion price reported.
- (2) 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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