MARRIOTT RICHARD E

Form 4/A August 04, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

3235-0287 Number:

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Check this box

SECURITIES 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)

(City)

1. Name and Address of Reporting Person * MARRIOTT RICHARD E

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

MARRIOTT INTERNATIONAL INC /MD/ [MAR]

(Check all applicable) X__ 10% Owner

5. Relationship of Reporting Person(s) to

10400 FERNWOOD ROAD

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 02/20/2009

4. If Amendment, Date Original

Filed(Month/Day/Year) 02/23/2009

Officer (give title below)

Director

_ Other (specify

Applicable Line)

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

6. Individual or Joint/Group Filing(Check

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

Issuer

BETHESDA, MD 20817

	Tube 1 Non Derivative Securities required, Disposed by or Beneficially 6 whea								
1.Title of	2. Transaction Date		3.	4. Securitie		` ′	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactiomr Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code	ode (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	Instr. 8)			Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Class A						Φ.	20.420.255		
Common	02/20/2009		<u>J(1)</u>	100,000	Α	\$	20,430,257	D	
	02/20/2007		<u> </u>	100,000	7 1	14.24	<u>(1)</u>	D	
Stock									
Class A									
Common	02/24/2009		J(1)	90,000	Α	\$	20,430,257	D	
	02/24/2009		J <u>(+)</u>	90,000	A	13.88	<u>(1)</u>	ט	
Stock									

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.

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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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
·r· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other			
MARRIOTT RICHARD E 10400 FERNWOOD ROAD BETHESDA, MD 20817		X					

Signatures

/s/ Bancroft S. Gordon 08/04/2009 Attorney-In-Fact

**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).

These transaction were both rescinded on February 27, 2009, as reported on a Form 4 being filed contemporaneously with this amended (1) Form 4. In light of the rescission of these transactions, the amount of securities beneficially owned by the Reporting Person is reported as unchanged herein to avoid confusion.

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.

Reporting Owners 2