

MARRIOTT INTERNATIONAL INC /MD/  
 Form 4  
 May 26, 2005

**FORM 4**

**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).

**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARRIOTT J W JR**

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)  
**10400 FERNWOOD ROAD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/24/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

**BETHESDA, MD 20817**

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 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				(A) Amount Price	6,600,000	I	By Ltd Partnership
Class A Common Stock				(A) Amount Price	5,413,980	I	By-Corp
Class A Common Stock				(A) Amount Price	160,000	I	GP/Partnership
Class A Common				(A) Amount Price	1,340,534	I	Sp Trustee 1

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Stock								
Class A Common Stock					7,702	I		Sp Trustee 2
Class A Common Stock					8,252	I		Sp Trustee 3
Class A Common Stock	05/24/2005	S	2,300	D	\$ 66.77	2,188,485	D	
Class A Common Stock	05/24/2005	S	2,100	D	\$ 66.8	2,186,385	D	
Class A Common Stock	05/24/2005	S	200	D	\$ 66.81	2,186,185	D	
Class A Common Stock	05/24/2005	S	1,000	D	\$ 66.83	2,185,185	D	
Class A Common Stock					244,878	I		Beneficiary
Class A Common Stock					8,252	I		Sp Trustee 4
Class A Common Stock					9,734	I		Sp Trustee 5
Class A Common Stock					9,734	I		Sp Trustee 6
Class A Common Stock					5,054	I		Sp Trustee 7
Class A Common Stock					139,735	I		Spouse
Class A Common Stock					393,480	I		Trustee 1
Class A Common Stock					3,196,600	I		Trustee 19

Class A Common Stock	392,500	I	Trustee 2
Class A Common Stock	334,145	I	Trustee 3
Class A Common Stock	393,480	I	Trustee 4
Class A Common Stock	399,470	I	Trustee 5
Class A Common Stock	368,624	I	Trustee 6
Class A Common Stock	367,500	I	Trustee 7
Class A Common Stock	393,610	I	Trustee 8

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

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

## Reporting Owners

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

## Signatures

By: Dorothy M. Ingalls,  
Attorney-In-Fact

05/26/2005

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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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