

MARRIOTT JOHN W III  
 Form 4  
 December 28, 2006

**FORM 4**

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

OMB APPROVAL

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**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 JOHN W III**

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)  
**12/28/2006**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Vice Chairman of the Board**

**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)
			Code	V	Amount	(D)	Price
Class A Common Stock	12/28/2006		G	V	2,150	D	\$ 0
Class A Common Stock					776,948	D	
Class A Common Stock					508,720	I (1)	Beneficiary 1
Class A Common Stock					770,960	I (1)	Beneficiary 2
Class A Common					10,827,960	I (1)	By Corporation

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Stock								
Class A Common Stock				13,200,000	I		By Ltd Partnership - TPV	
Class A Common Stock				320,000	<u>I (1)</u>		LP Partnership	
Class A Common Stock				19,468	<u>I (1)</u>		Sp Trustee 1	
Class A Common Stock				19,468	<u>I (1)</u>		Sp Trustee 2	
Class A Common Stock				10,108	<u>I (1)</u>		Sp Trustee 3	
Class A Common Stock				31,210	<u>I (1)</u>		Spouse	
Class A Common Stock				54,286	<u>I (1)</u>		Trustee 1	
Class A Common Stock				44,822	<u>I (1)</u>		Trustee 2	
Class A Common Stock				32,646	<u>I (1)</u>		Trustee 3	

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)	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
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