

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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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 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)
 12/01/2006

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

BETHESDA, MD 20817

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

(City) (State) (Zip)

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	12/01/2006		G	V 531 A \$ 0	779,098	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.

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(9-02)

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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(Instr. 3,
4, and 5)

					Date	Expiration	Title	Amount	
					Exercisable	Date		or	
								Number	
								of	
								Shares	
					Code	V (A) (D)			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817	X		Vice Chairman of the Board	

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

12/28/2006

 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) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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.