

MARRIOTT INTERNATIONAL INC /MD/

Form 3

October 09, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Marriott Stephen Blake</p> <p>(Last) (First) (Middle)</p> <p>10400 FERNWOOD ROAD</p> <p>(Street)</p> <p>BETHESDA, MD 20817</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/30/2013</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARRIOTT INTERNATIONAL INC /MD/ [MAR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>13D Group owning more than 10%</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Class A Common Stock | 3,170 | I | Trustee 2009 Trust |
| Class A Common Stock | 1,575 | I | Trustee 2011 Trust |
| Restricted Stock Units | 2,199 | D | ^ |
| Deferred Bonus Stock | 119 | D | ^ |
| Class A Common Stock | 24,227,493 | I | By JWM Family Enterprises, Inc. <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Options | 06/23/2013 | 06/23/2014 | Class A Common Stock | 4,800 | \$ 15.63 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 1,144 | \$ 32.49 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 1,331 | \$ 46.21 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 2,269 | \$ 33.5 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 5,622 | \$ 25.88 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 2,827 | \$ 25.44 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 1,850 | \$ 38.49 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 2,731 | \$ 34.67 | D | Â |
| Stock Appreciation Rights | 06/23/2013 | 06/23/2014 | Class A Common Stock | 2,545 | \$ 39.27 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Marriott Stephen Blake 10400 FERNWOOD ROAD BETHESDA, MD 20817 | Â | Â | Â | 13D Group owning more than 10% |

Signatures

/s/ Stephen Blake
Marriott

10/09/2013

__Signature of Reporting
Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 his pecuniary interest therein.
Consists of 9,199,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 2,904,028 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 4,200,000 shares owned by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P., and 7,923,466 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P.

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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