

MARRIOTT INTERNATIONAL INC /MD/

Form 4

February 22, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SULLIVAN JAMES M

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)
02/21/2007

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP - Development

BETHESDA, MD 20817

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	02/21/2007		M		29,722	A	\$ 6.56 299,475
Class A Common Stock	02/21/2007		M		24,768	A	\$ 6.67 324,243
Class A Common Stock	02/21/2007		M		25,320	A	\$ 8.51 349,563
Class A Common	02/21/2007		S		29,722	D	\$ 319,841 49.55

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Stock					(1)			
Class A					\$			
Common	02/21/2007		S	24,768	D	49.42	295,073	D
Stock					(2)			
Class A					\$			
Common	02/21/2007		S	25,320	D	49.47	269,753	D
Stock					(3)			

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

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SEC 1474
(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) (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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Employee Stock Option (Right to buy)	\$ 6.56	02/21/2007		M	29,722	<u>(4)</u>	11/03/2009	Class A Common Stock	29,722
Class A Employee Stock Option (Right to buy)	\$ 6.67	02/21/2007		M	24,768	<u>(4)</u>	11/03/2009	Class A Common Stock	24,768
Class A Employee Stock Option (Right to buy)	\$ 8.51	02/21/2007		M	25,320	<u>(5)</u>	11/02/2010	Class A Common Stock	25,320

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SULLIVAN JAMES M 10400 FERNWOOD ROAD BETHESDA, MD 20817	EVP - Development

Signatures

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

02/22/2007

__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) Represents the weighted average sale price. The highest price at which shares were sold was \$49.68 and the lowest price at which shares were sold was \$49.27.
- (2) Represents the weighted average sale price. The highest price at which shares were sold was \$49.54 and the lowest price at which shares were sold was \$49.26.
- (3) Represents the weighted average sale price. The highest price at which shares were sold was \$49.65 and the lowest price at which shares were sold was \$49.33.
- (4) The options vest in four equal installments on each of the first four anniversaries of the November 3, 1994 grant date.
- (5) The options vest in four equal installments on each of the first four anniversaries of the November 2, 1995 grant date.

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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