

MARRIOTT INTERNATIONAL INC /MD/
Form 4
September 25, 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 *
Harrison Deborah Marriott

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)
09/21/2006

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)
Member of 13(d) group

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Class A Common Stock | 09/21/2006 | | M | | 6,826 | A | \$ 2.99 |
| Class A Common Stock | | | | | | | 90,604 ⁽¹⁾ |
| Class A Common Stock | | | | | | | 630,750 ⁽²⁾ |
| Class A Common Stock | | | | | | | 798,940 ⁽³⁾ |
| Class A Common Stock | | | | | | | 688,340 ⁽⁴⁾ |
| | | | | | | I | By Spouse ⁽¹⁾ |
| | | | | | | D | |
| | | | | | | I | By 1965 Trusts |
| | | | | | | I | By 1974 Trust |

| | | | |
|----------------------------|--------------------------|---|--|
| Stock | | | |
| Class A Common Stock | 13,200,000 <u>(6)</u> | I | By Thomas Point Ventures, L.P. |
| Class A Common Stock | 10,827,960 <u>(5)</u> | I | By JWM Family Enterprises, L.P. |
| Class A Common Stock | 40 | I | By Minor Child |
| Class A Common Stock | 9,600 | I | Trustee 1 of Trust f/b/o her child |
| Class A Common Stock | 8,406 | I | Trustee 2 of Trust f/b/o her child |
| Class A Common Stock | 2,430 | I | Trustee 3 of Trust f/b/o her child |
| Class A Common Stock | 13,310 | I | Trustee 4 of Trust f/b/o her child |
| Class A Common Stock | 76,116 | I | Trustee 5 of Trust f/b/o her child |
| Class A Common Stock | 72,942 | I | Trustee 6 of Trust f/b/o her child |
| Class A Common Stock | 56,622 | I | Trustee 7 of Trust f/b/o her child |
| Class A Common Stock | 54,312 | I | Trustee 8 of Trust f/b/o her child |
| Class A Common Stock | 47,536 | I | Trustee 9 of Trust f/b/o her child |

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

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SEC 1474
(9-02)

number.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option | \$ 2.99 | 09/21/2006 | | M | 6,826 | 10/03/1995 10/03/2006 | Class A Common Stock | 6,826 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Harrison Deborah Marriott
10400 FERNWOOD ROAD
BETHESDA, MD 20817

Member of 13(d) group

Signatures

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

09/22/2006

**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 his pecuniary interest therein.
- (2) Includes 12,620 shares owned jointly with her husband Ronald T. Harrison.
- (3) Shares held in two 1965 Trusts for the benefit of Deborah Marriott Harrison. J. Willard Marriott, Jr., Deborah Marriott Harrison's father, and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees.
- (4) Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, and an unrelated person are trustees.
- (5) Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of her pecuniary interest therein.
- (6)

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Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Deborah Marriott Harrison directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV 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.

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