

MARRIOTT INTERNATIONAL INC /MD/

Form 4

October 12, 2005

**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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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

10/10/2005

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

EVP, Lodging

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

BETHESDA, MD 20817

(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	10/10/2005		M		4,211	A	\$ 31.04	407,673	D
Class A Common Stock	10/10/2005		M		6,000	A	\$ 28.22	413,673	D
Class A Common Stock	10/10/2005		M		700	A	\$ 28.22	414,373	D
Class A Common	10/10/2005		M		1,400	A	\$ 28.22	415,773	D

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Stock

Class A Common Stock	10/10/2005	M	200	A	\$ 28.22	415,973	D
Class A Common Stock	10/10/2005	M	2,520	A	\$ 28.22	418,493	D
Class A Common Stock	10/10/2005	S	3,600	D	\$ 62.76	414,893	D
Class A Common Stock	10/10/2005	S	311	D	\$ 62.81	414,582	D
Class A Common Stock	10/10/2005	S	300	D	\$ 62.82	414,282	D
Class A Common Stock	10/10/2005	S	5,900	D	\$ 63.05	408,382	D
Class A Common Stock	10/10/2005	S	100	D	\$ 63.06	408,282	D
Class A Common Stock	10/10/2005	S	500	D	\$ 63.07	407,782	D
Class A Common Stock	10/10/2005	S	200	D	\$ 63.08	407,582	D
Class A Common Stock	10/10/2005	S	400	D	\$ 63.1	407,182	D
Class A Common Stock	10/10/2005	S	900	D	\$ 63.11	406,282	D
Class A Common Stock	10/10/2005	S	100	D	\$ 63.12	406,182	D
Class A Common Stock	10/10/2005	S	200	D	\$ 63.13	405,982	D
Class A Common Stock	10/10/2005	S	200	D	\$ 63.15	405,782	D

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Class A Common Stock	10/10/2005	S	2,320	D	\$ 63.17	403,462	D	
Class A Common Stock						329,360	I	Beneficiary 1
Class A Common Stock						385,480	I	Beneficiary 2
Class A Common Stock						5,413,980	I	By Corporation
Class A Common Stock						160,000	I	LP Partnership
Class A Common Stock						9,734	I	Sp Trustee 1
Class A Common Stock						9,734	I	Sp Trustee 2
Class A Common Stock						5,054	I	Sp Trustee 3
Class A Common Stock						15,605	I	Spouse
Class A Common Stock						25,877	I	Trustee 1
Class A Common Stock						21,145	I	Trustee 2
Class A Common Stock						15,057	I	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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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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)		8. D S (I	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Employee Stock Option (Right to buy)	\$ 31.04	10/10/2005		M		4,211		<u>(1)</u>	11/06/2012	Class A Common Stock	4,211
Class A Employee Stock Option (Right to Buy)	\$ 28.22	10/10/2005		M		6,000		<u>(2)</u>	11/05/2013	Class A Common Stock	6,000
Class A Employee Stock Option (Right to Buy)	\$ 28.22	10/10/2005		M		700		<u>(2)</u>	11/05/2013	Class A Common Stock	700
Class A Employee Stock Option (Right to Buy)	\$ 28.22	10/10/2005		M		1,400		<u>(2)</u>	11/05/2013	Class A Common Stock	1,400
Class A Employee Stock Option (Right to Buy)	\$ 28.22	10/10/2005		M		200		<u>(2)</u>	11/05/2013	Class A Common Stock	200
Class A Employee Stock Option (Right to Buy)	\$ 28.22	10/10/2005		M		2,520		<u>(2)</u>	11/05/2013	Class A Common Stock	2,520

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817	X		EVP, Lodging	

## Signatures

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

10/12/2005

\_\_\_\_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 options vest in four equal installments on each of the first four anniversaries of the November 6, 1997 grant date.

(2) The options vest in four equal installments on each of the first four anniversaries of the November 5, 1998 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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