

RYAN JOSEPH J
Form 4
June 17, 2005

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 *
RYAN JOSEPH J

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)
06/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & Gen. Counsel

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)		
				(A) or (D)	Price				
Class A Common Stock	06/16/2005		M		\$ 88,065	A	24.41	158,212	D
Class A Common Stock	06/16/2005		S		\$ 5,100	D	68.8	153,112	D
Class A Common Stock	06/16/2005		S		\$ 6,200	D	68.81	146,912	D
Class A Common	06/16/2005		S		\$ 2,500	D	68.82	144,412	D

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Stock							
Class A Common Stock	06/16/2005	S	300	D	\$ 68.83	144,112	D
Class A Common Stock	06/16/2005	S	3,300	D	\$ 68.85	140,812	D
Class A Common Stock	06/16/2005	S	1,500	D	\$ 68.86	139,312	D
Class A Common Stock	06/16/2005	S	1,800	D	\$ 68.87	137,512	D
Class A Common Stock	06/16/2005	S	56,200	D	\$ 68.9	81,312	D
Class A Common Stock	06/16/2005	S	2,100	D	\$ 68.91	79,212	D
Class A Common Stock	06/16/2005	S	1,400	D	\$ 68.92	77,812	D
Class A Common Stock	06/16/2005	S	800	D	\$ 68.93	77,012	D
Class A Common Stock	06/16/2005	S	200	D	\$ 68.94	76,812	D
Class A Common Stock	06/16/2005	S	3,800	D	\$ 68.95	73,012	D
Class A Common Stock	06/16/2005	S	100	D	\$ 68.98	72,912	D
Class A Common Stock	06/16/2005	S	1,700	D	\$ 68.99	71,212	D
Class A Common Stock	06/16/2005	S	1,065	D	\$ 69	70,147	D

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

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(9-02)

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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)	\$ 24.41	06/16/2005		M	88,065	02/06/2005	02/06/2007	Class A Common Stock	88,065

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JOSEPH J 10400 FERNWOOD ROAD BETHESDA, MD 20817			Exec. VP & Gen. Counsel	

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact

06/17/2005

__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).

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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