MARRIOTT INTERNATIONAL INC /MD/
Form 4
March 19, 2007

FORM 4

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

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT J W JR

(Last) (First) (Middle)

10400 FERNWOOD ROAD

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARRIOTT INTERNATIONAL INC /MD/ [MAR]

3. Date of Earliest Transaction (Month/Day/Year)
03/15/2007

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
__X__ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	03/15/2007		M		98,686	A	$ 3.66	5,217,435	D	
Class A Common Stock	03/15/2007		S		98,686	D	$ 48.03 (1)	5,118,749	D	
Class A Common Stock								265,756	I	Beneficiary (2)
Class A Common								13,200,000	I	By Ltd Partnership -

Stock			TPV [(2)]
Class A Common Stock	10,827,960	I	By-Corp [(2)]
Class A Common Stock	320,000	I	GP/Partnership [(2)]
Class A Common Stock	2,412,568	I	Sp Trustee 1 [(2)]
Class A Common Stock	15,404	I	Sp Trustee 2 [(2)]
Class A Common Stock	16,504	I	Sp Trustee 3 [(2)]
Class A Common Stock	16,504	I	Sp Trustee 4 [(2)]
Class A Common Stock	19,468	I	Sp Trustee 5 [(2)]
Class A Common Stock	19,468	I	Sp Trustee 6 [(2)]
Class A Common Stock	10,108	I	Sp Trustee 7 [(2)]
Class A Common Stock	279,470	I	Spouse [(2)]
Class A Common Stock	770,960	I	Trustee 1 [(2)]
Class A Common Stock	6,060,764	I	Trustee 19 [(2)]
Class A Common Stock	785,000	I	Trustee 2 [(2)]
Class A Common Stock	588,766	I	Trustee 3 [(2)]

Class A Common Stock	786,960	I	Trustee 4 (2)	
Class A Common Stock	798,940	I	Trustee 5 (2)	
Class A Common Stock	695,639	I	Trustee 6 (2)	
Class A Common Stock	732,274	I	Trustee 7 (2)	
Class A Common Stock	787,220	I	Trustee 8 (2)	

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

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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)	$ 3.66	03/15/2007		M			98,686	(3)	10/20/2007	Class A Common Stock	98,686

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817	X	X	Chairman & CEO

Signatures

By: Ward R. Cooper, Attorney-In-Fact	03/16/2007
**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 $48.15 and the lowest price at which shares were sold was $48.00.

(2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 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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