

MARRIOTT RICHARD E
 Form 4
 December 28, 2004

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 *
 MARRIOTT RICHARD E

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)
 12/23/2004

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

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 | 12/23/2004 | | S | 158,400 | D \$ 63.25 | 206,800 | I Beneficiary |
| Class A Common Stock | 12/23/2004 | | S | 100 | D \$ 63.3 | 206,700 | I Beneficiary |
| Class A Common Stock | 12/23/2004 | | S | 1,700 | D \$ 63.31 | 205,000 | I Beneficiary |
| Class A Common | | | | | | 10,489,877 | D |

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| | | | |
|----------------------------|-----------|---|-------------------|
| Stock | | | |
| Class A Common Stock | 1,791,446 | I | Other |
| Class A Common Stock | 137,604 | I | Spouse |
| Class A Common Stock | 1,162,278 | I | Spouse Trustee |
| Class A Common Stock | 393,480 | I | Trustee 1 |
| Class A Common Stock | 269,878 | I | Trustee 17 |
| Class A Common Stock | 3,311,234 | I | Trustee 19 |
| Class A Common Stock | 392,500 | I | Trustee 2 |
| Class A Common Stock | 334,145 | I | Trustee 3 |
| Class A Common Stock | 393,480 | I | Trustee 4 |
| Class A Common Stock | 399,470 | I | Trustee 5 |
| Class A Common Stock | 368,624 | I | Trustee 6 |
| Class A Common Stock | 392,500 | I | Trustee 7 |
| Class A Common Stock | 393,610 | I | Trustee 8 |

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**

SEC 1474
(9-02)

