Harrison Deborah Marriott Form 4

January 05, 2007

## 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

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person \*

Harrison Deborah Marriott

(First) (Middle)

10400 FERNWOOD ROAD

(Street)

BETHESDA, MD 20817

2. Issuer Name and Ticker or Trading Symbol

MARRIOTT INTERNATIONAL INC /MD/ [MAR]

3. Date of Earliest Transaction

12/27/2006

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

(Month/Day/Year)

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Officer (give title \_\_X\_ Other (specify

below) below)

Member of 13(d) group

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

(City)	(State)	(Zip) Tabl	le I - No	on-D	erivative	Secur	ities A	cquired, Dispose	d of, or Benefic	cially 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. Securi nAcquired Disposed (Instr. 3,	l (A) c l of (D	))	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)
Class A Common Stock	12/27/2006		G	V	205	A	\$ 0	9,123	I (1)	Trustee 2 of Trust f/b/o her child
Class A Common Stock	12/28/2006		G	V	307	A	\$0	9,430	I (1)	Trustee 2 of Trust f/b/o her child
Class A Common Stock	12/28/2006		G	V	307	A	\$0	9,737	I (1)	Trustee 2 of Trust f/b/o her child
Class A Common	12/27/2006		G	V	205	A	\$0	76,833	I (1)	Trustee 5 of Trust f/b/o

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Stock								her child
Class A Common Stock	12/28/2006	G	V 307	A	\$0	77,140	I (1)	Trustee 5 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V 307	A	\$0	77,447	I (1)	Trustee 5 of Trust f/b/o her child
Class A Common Stock	12/27/2006	G	V 205	A	\$0	57,339	I (1)	Trustee 7 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V 307	A	\$0	57,646	I (1)	Trustee 7 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V 307	A	\$0	57,953	I (1)	Trustee 7 of Trust f/b/o her child
Class A Common Stock	12/27/2006	G	V 205	A	\$0	55,029	I (1)	Trustee 8 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V 307	A	\$ 0	55,336	I (1)	Trustee 8 of Trust f/b/o her child (1)
Class A Common Stock	12/28/2006	G	V 307	A	\$0	55,643	I (1)	Trustee 8 of Trust f/b/o her child
Class A Common Stock	12/27/2006	G	V 205	A	\$0	48,253	I (1)	Trustee 9 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V 307	A	\$0	48,560	I (1)	Trustee 9 of Trust f/b/o her child (1)
Class A Common Stock	12/28/2006	G	V 307	A	\$0	48,867	I (1)	Trustee 9 of Trust f/b/o her child
Class A Common Stock						467,611 (2)	D	
Class A Common Stock						798,940 <u>(3)</u>	I	By 1965 Trusts
Class A Common Stock						688,340 <u>(4)</u>	I	By 1974 Trust

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Class A Common Stock	10,827,960 (5)	I	By JWM Family Enterprises, L.P.
Class A Common Stock	40	I	By Minor Child
Class A Common Stock	83,778	I	By Spouse (6)
Class A Common Stock	13,200,000	I	By Thomas Point Ventures, L.P.
Class A Common Stock	8,300	I	Trustee 1 of Trust f/b/o her child (1)
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	72,942	I	Trustee 6 of Trust f/b/o her child

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative		` '	, ,	Securities	S	(Instr. 3 and 4)		Own
	Security				Acquired		· ·		Follo
	•				(A) or				Repo
					Disposed				Trans
					of (D)				(Instr
					(Instr. 3,				``
					4, and 5)				
				Code V	(A) (D)		Title		

Date Expiration Exercisable Date

or Number of Shares

Amount

## **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

12/29/2006

\*\*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 her 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.
- Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.
- (5) 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) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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