

MARRIOTT RICHARD E

Form 4/A

January 05, 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

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(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)

BETHESDA, MD 20817

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/22/2004

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/27/2004

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

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. Code (Instr. 8)	4. Securities Acquired 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)			
Class A Common Stock	12/22/2004		S	2,900	D \$ 63.1	368,700	I Beneficiary
Class A Common Stock	12/22/2004		S	200	D \$ 63.18	368,500	I Beneficiary
Class A Common Stock	12/22/2004		S	3,300	D \$ 63.4	365,200	I Beneficiary
Class A Common	12/22/2004		S	80,300	D \$ 63.4	1,792,646	I Other

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Stock								
Class A Common Stock	12/22/2004	S	1,200	D	\$ 63.42	1,791,446	I	Other
Class A Common Stock						10,489,877	D	
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

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT RICHARD E 10400 FERNWOOD ROAD BETHESDA, MD 20817		X		

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact 12/23/2004

__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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