

MARRIOTT INTERNATIONAL INC /MD/
Form DEFR14A
April 22, 2009

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

SCHEDULE 14A (Amendment No. 1)

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to §240.14a-12

Marriott International, Inc.

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(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which the transaction applies:

(2) Aggregate number of securities to which the transaction applies:

(3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of the transaction:

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(3) Filing Party:

(4) Date Filed:

The sole purpose of this revision to the original definitive proxy statement (the Proxy Statement) of Marriott International, Inc. (the Company), filed with the Securities and Exchange Commission on March 27, 2009, is to revise the Nonqualified Deferred Compensation for Fiscal Year 2008 table set forth at the top of page 46 of the Proxy Statement to indicate that the amounts reported in the column captioned Aggregate Earnings in Last FY are negative numbers as follows: Mr. Marriott: -\$501,792; Mr. Shaw: -\$1,061,378; Mr. Sorenson: -\$488,591; Mr. Sullivan: -\$697,119; and Mr. McCarthy: -\$736,939.