

MARRIOTT INTERNATIONAL INC /MD/
Form 4
December 17, 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 *
RYAN JOSEPH J

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)
12/15/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. VP & Gen. Counsel

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)
			Code	V	Amount or Price		
Class A Common Stock	12/15/2004		S		2,850	D	\$ 62.3 57,604
Class A Common Stock	12/15/2004		S		300	D	\$ 62.31 57,304
Class A Common Stock	12/15/2004		S		900	D	\$ 62.29 56,404
Class A Common	12/15/2004		S		300	D	\$ 62.28 56,104

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Stock							
Class A Common Stock	12/15/2004	S	1,600	D	\$ 62.27	54,504	D
Class A Common Stock	12/15/2004	S	1,300	D	\$ 62.25	53,204	D
Class A Common Stock	12/15/2004	S	2,800	D	\$ 62.24	50,404	D
Class A Common Stock	12/15/2004	S	10,700	D	\$ 62.22	39,704	D
Class A Common Stock	12/15/2004	S	2,200	D	\$ 62.21	37,504	D
Class A Common Stock	12/15/2004	S	700	D	\$ 62.19	36,804	D
Class A Common Stock	12/15/2004	S	2,400	D	\$ 62.18	34,404	D
Class A Common Stock	12/15/2004	S	150	D	\$ 62.14	34,254	D
Class A Common Stock	12/15/2004	S	300	D	\$ 62.12	33,954	D
Class A Common Stock	12/15/2004	S	5,500	D	\$ 62.13	28,454	D
Class A Common Stock	12/15/2004	S	900	D	\$ 62.14	27,554	D
Class A Common Stock	12/15/2004	S	4,900	D	\$ 62.12	22,654	D
Class A Common Stock	12/15/2004	S	2,300	D	\$ 62.09	20,354	D
Class A Common Stock	12/15/2004	S	1,200	D	\$ 62.08	19,154	D

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Class A Common Stock	12/15/2004		S	900	D	\$ 62.06	18,254	D
Class A Common Stock	12/15/2004		S	3,800	D	\$ 62.05	14,454	D
Class A Common Stock	12/15/2004		M	19,950	A	\$ 24.69	34,404	D
Class A Common Stock	12/15/2004		M	26,050	A	\$ 17.03	60,454	D
Class A Common Stock	12/16/2004		G V	690	D	\$ 0	59,764	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Employee Stock Option (Right to buy)	\$ 17.03	12/15/2004		M	26,050	<u>(1)</u>	11/02/2010	Class A Common Stock	26,050
Class A Employee Stock Option (Right to buy)	\$ 24.69	12/15/2004		M	19,950	<u>(2)</u>	11/07/2011	Class A Common Stock	19,950

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RYAN JOSEPH J 10400 FERNWOOD ROAD BETHESDA, MD 20817			Exec. VP & Gen. Counsel	

Signatures

By: Dorothy M. Ingalls,
Attorney-In-Fact

12/16/2004

__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).
- (1) The options vest in four equal installments on each of the first four anniversaries of the November 2, 1995 grant date.
 - (2) The options vest in four equal installments on each of the first four anniversaries of the November 7, 1996 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. 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.