

MARRIOTT INTERNATIONAL INC /MD/
 Form 4
 September 09, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 J W JR

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)
 09/07/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman & CEO

BETHESDA, MD 20817
 (City) (State) (Zip)

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

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)	Amount		
			Code	V	Amount		Price
Class A Common Stock	09/07/2005		S		51,300	D	\$ 64 2,133,885
Class A Common Stock	09/07/2005		S		3,500	D	\$ 64.01 2,130,385
Class A Common Stock	09/07/2005		S		700	D	\$ 64.03 2,129,685
Class A Common	09/07/2005		S		3,182	D	\$ 64.06 2,126,503

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Stock								
Class A Common Stock	09/07/2005	M	124,659	A	\$ 3.19	2,251,162	D	
Class A Common Stock						244,878	I	Beneficiary
Class A Common Stock						6,600,000	I	By Ltd Partnership
Class A Common Stock						5,413,980	I	By-Corp
Class A Common Stock						160,000	I	GP/Partnership
Class A Common Stock						1,340,534	I	Sp Trustee 1
Class A Common Stock						7,702	I	Sp Trustee 2
Class A Common Stock						8,252	I	Sp Trustee 3
Class A Common Stock						8,252	I	Sp Trustee 4
Class A Common Stock						9,734	I	Sp Trustee 5
Class A Common Stock						9,734	I	Sp Trustee 6
Class A Common Stock						5,054	I	Sp Trustee 7
Class A Common Stock						139,735	I	Spouse
Class A Common Stock						393,480	I	Trustee 1

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Class A Common Stock	3,196,600	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	367,500	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Number Shares
Class A Employee Stock	\$ 3.19	09/07/2005		M	124,659	<u>(1)</u>	10/12/2005	Class A Common Stock	124,659

Option
(Right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817	X	X	Chairman & CEO	

Signatures

By: Terri L. Turner,
Attorney-in-fact

09/08/2005

__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 vested in four equal installments on each of the first four anniversaries of the October 12, 1990 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. 46;s facing page and that they request that all written communications concerning the Application be directed to the person(s) and address(es) printed on the Application s facing page. Also, Applicants have attached as exhibits to the Application the required verifications and proposed Notice of Application.

In accordance with Rule 0-2(c) under the Act, Applicants state that all actions necessary to authorize the execution and filing of this Application have been taken, and the persons signing and filing this document are authorized to do so on behalf of the Applicants.

Jonathan Steinberg is authorized to sign and file this document on behalf of the Adviser pursuant to the general authority vested in him as Chief Executive Officer. Jonathan Steinberg is authorized to sign and file this document on behalf of the Trust pursuant to the following resolutions adopted by the Board of the Trust on February 12, 2009:

RESOLVED, that the Board of Trustees (the Board) of WisdomTree Trust (the Trust), hereby approves the filing with the Securities and Exchange Commission (SEC) of such requests for exemptive and no-action relief as one or more officers of the Trust, with advice of counsel, deem necessary or appropriate to permit the Trust's series to invest in other Trust series and in non-affiliated investment companies in excess of the limits of Section 12(d)(1)(A) and (B) of the Act and other investments, specifically in financial instruments that may not be securities within the meaning of Section 2(a)(36) of the Act, to the extent consistent with each such series' investment objectives, policies, strategies and limitations; and it is further.

RESOLVED, that the Board hereby authorizes each officer of the Trust to execute any certificate, instruction, notice or other instrument as such officer(s) deem necessary or appropriate to effectuate the purpose or intent of the foregoing.

In accordance with Rule 0-5 under the Act, Applicants request that the Commission issue the requested order without holding a hearing.

Based on the facts, analysis, and conditions in this Application, Applicants respectfully request that the Commission issue an order under Section 6(c) of the Act granting the relief requested by this Application.

Dated: June 25, 2009

WISDOMTREE ASSET MANAGEMENT, INC.

By: /s/ Bruce Lavine
Name: Bruce Lavine

Title: President

WISDOMTREE TRUST

By: /s/ Amit Muni
Name: Amit Muni

Title: Treasurer

EXHIBIT A

Verification of Application and Statement of Fact

In accordance with Rule 0-2(d) under the Act, the undersigned, states that he has duly executed the attached Application for an order, dated as of June 25th, 2009, for and on behalf of WisdomTree Asset Management, Inc.; that he is the President of such company; and that all actions taken by shareholders, directors, trustees and the other persons necessary to authorize the undersigned to execute and file such instrument have been taken. The undersigned further states that he is familiar with such instrument, and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: /s/ Bruce Lavine
Name: Bruce Lavine

Dated: June 25, 2009

Verification of Application and Statement of Fact

In accordance with Rule 0-2(d) under the Act, the undersigned, states that he has duly executed the attached Application for an order, dated as of June 25, 2009, for and on behalf of WisdomTree Trust; that he is the Treasurer of such company; and that all actions taken by shareholders, directors, trustees, and the other persons necessary to authorize the undersigned to execute and file such instrument has been taken. The undersigned further states that he is familiar with such instrument, and the contents thereof, and that the facts therein set forth are true to the best of his knowledge, information and belief.

By: /s/ Amit Muni
Name: Amit Muni
Dated: June 25, 2009