

MARRIOTT INTERNATIONAL INC /MD/  
Form SC 13G/A  
February 06, 2017  
DOCUMENT TYPE SC 13G/A  
TEXT

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934

Amendment # 1

Name of Issuer: MARRIOTT INTERNATIONAL INC

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Title of Class  
of Securities: Common Stock

CUSIP Number: 571903202

1) NAME AND I.R.S. IDENTIFICATION NO. OF REPORTING PERSON

Prudential Financial, Inc. 22-3703799

2.) MEMBER OF A GROUP: (a) N/A  
(b) N/A

3) SEC USE ONLY:

4) PLACE OF ORGANIZATION: New Jersey

NUMBER OF SHARES BENEFICIALLY OWNED BY REPORTING PERSON WITH:

5) Sole Voting Power: 777,039 See Exhibit A  
6) Shared Voting Power: 7,929,323 See Exhibit A  
7) Sole Dispositive Power: 777,039 See Exhibit A  
8) Shared Dispositive Power: 15,235,883 See Exhibit A

9) AGGREGATE AMOUNT BENEFICIALLY OWNED: 16,012,922 See Exhibit A

10) AGGREGATE AMOUNT IN ROW (9) EXCLUDES SHARES: Not Applicable

11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9): 4.1 See Exhibit A

12) TYPE OF REPORTING PERSON: HC

ITEM 1(a). NAME OF ISSUER:

MARRIOTT INTERNATIONAL INC

ITEM 1(b). ADDRESS OF ISSUER'S EXECUTIVE OFFICES:

10400 FERNWOOD ROAD  
BETHESDA, MD 20817

ITEM 2(a). NAME OF PERSON FILING:

Prudential Financial, Inc.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:

751 Broad Street  
Newark, New Jersey 07102-3777

ITEM 2(c). CITIZENSHIP:

New Jersey

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock

ITEM 2(e). CUSIP NUMBER:

571903202

ITEM 3. The Person filing this statement is a Parent Holding Company as defined in Section 240.13d-1(b)(1)(ii)(G) of the Securities Exchange Act of 1934.

ITEM 4. OWNERSHIP:

(a) Number of Shares  
Beneficially Owned: 16,012,922  
See Exhibit A

(b) Percent of Class: 4.1

| (c) Powers                                    | No. Of Shares           |
|---|-------------------------|
| -----   | -----                   |
| Sole power to vote or<br>to direct the vote   | 777,039 See Exhibit A   |
| Shared power to vote or<br>to direct the vote | 7,929,323 See Exhibit A |

Sole power to dispose or 777,039 See Exhibit A  
to direct disposition

Shared power to dispose 15,235,883 See Exhibit A  
or to direct disposition

**ITEM 5. OWNERSHIP OF 5% OR LESS OF A CLASS:**

Prudential Financial, Inc. through its beneficial ownership of the Item 7 listed entities has ceased to be deemed the beneficial owner of more than 5% of the outstanding Common Stock of this issuer.

**ITEM 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON:**

Not Applicable

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE ULTIMATE PARENT COMPANY:**

See Exhibit A

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:**

Not Applicable

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

Not Applicable

**ITEM 10. CERTIFICATION:**

By signing below, Prudential Financial, Inc. certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of such shares.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, Prudential Financial, Inc. certifies that the information set forth in this statement is true, complete and correct.

PRUDENTIAL FINANCIAL, INC.

By: Richard Baker  
Second Vice President

Date: 02/06/2017  
As of: 12/31/2016

Exhibit A  
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ITEM 4. OWNERSHIP:

Through its parent/subsidiary relationship, Prudential Financial, Inc. may be deemed the beneficial owner of the same securities as the Item 7 listed subsidiaries and may have direct or indirect voting and/or investment discretion over 16,012,922 shares.

These shares were acquired in the ordinary course of business, and not with the purpose or effect of changing or influencing control of the Issuer. The filing of this statement should not be construed as an admission that Prudential Financial, Inc. is, for the purposes of Sections 13 or 16 of the Securities Exchange Act of 1934, the beneficial owner of these shares.

ITEM 7. IDENTIFICATION/CLASSIFICATION:

Prudential Financial, Inc. is a Parent Holding Company and the indirect parent of the following subsidiaries, who are the beneficial owners of the number and percentage of securities which are the subject of this filing as set forth next to their names:

| Subsidiaries  |    | Number of<br>Shares | Percentage |
|---|----|---------------------|------------|
| The Prudential Insurance Company of America         | IC | 0                   | 0.00       |
| Prudential Retirement Insurance and Annuity Company | IC | 0                   | 0.00       |
| Jennison Associates LLC                             | IA | 15,567,600          | 3.99       |
| PGIM, Inc.  | IA | 0                   | 0.00       |

|  |    |         |      |
|--|----|---------|------|
| Quantitative Management Associates LLC | IA | 445,322 | 0.11 |
|--|----|---------|------|