

MARRIOTT INTERNATIONAL INC /MD/  
Form 10-Q/A  
April 28, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q/A**  
**(Amendment No. 1)**

**x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the quarterly period ended March 26, 2010

OR

**.. TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

For the transition period from            to

Commission File No. 1-13881

**MARRIOTT INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-2055918**  
(IRS Employer  
Identification No.)

**10400 Fernwood Road, Bethesda, Maryland**  
(Address of principal executive offices)

**20817**  
(Zip Code)

**(301) 380-3000**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

Indicate by checkmark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 361,332,043 shares of Class A Common Stock, par value \$0.01 per share, outstanding at April 9, 2010.

**Explanatory Note**

Marriott International, Inc. is filing this Amendment No. 1 (the Form 10-Q/A ) to our Quarterly Report on Form 10-Q for the quarter ended March 26, 2010 (the Form 10-Q ), filed with the Securities and Exchange Commission ( SEC ) on April 23, 2010, for the sole purpose of correcting the Interactive Data File furnished as Exhibit 101. The previously furnished Interactive Data File showed that in our Document and Entity Information, the share count as of April 9, 2010 was 361,332,043 shares of Class A Common Stock and that this share data was in millions. However, this data was in actual shares and we have deleted the in millions from our Document and Entity Information in our Exhibit 101 to this Form 10-Q/A.

No other changes have been made to the Form 10-Q. This Form 10-Q/A continues to speak as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update any related disclosures made in the Form 10-Q.

**Item 6. Exhibits**

Exhibit No.	Description	
3.1	Restated Certificate of Incorporation of the Company. <sup>(1)</sup>	
3.2	Amended and Restated Bylaws. <sup>(1)</sup>	
12	Statement of Computation of Ratio of Earnings to Fixed Charges. <sup>(1)</sup>	
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14(a). <sup>(1)</sup>	
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14(a). <sup>(1)</sup>	
32	Section 1350 Certifications. <sup>(1)</sup>	
101.INS	XBRL Instance Document.	<i>Furnished with this report.</i>
101.SCH	XBRL Taxonomy Extension Schema Document.	<i>Submitted electronically with this report.</i>
101.CAL	XBRL Taxonomy Calculation Linkbase Document.	<i>Submitted electronically with this report.</i>
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.	<i>Submitted electronically with this report.</i>
101.LAB	XBRL Taxonomy Label Linkbase Document.	<i>Submitted electronically with this report.</i>
101.PRE	XBRL Taxonomy Presentation Linkbase Document.	<i>Submitted electronically with this report.</i>

<sup>(1)</sup> Filed with, or incorporated by reference in, our Form 10-Q filed April 23, 2010 (File No. 001-13881).

Attached as Exhibit 101 to this report are the following documents formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Statements of Income for the twelve weeks ended March 26, 2010, and March 27, 2009, respectively; (ii) the Condensed Consolidated Balance Sheets at March 26, 2010, and January 1, 2010; and (iii) the Condensed Consolidated Statements of Cash Flows for the twelve weeks ended March 26, 2010, and March 27, 2009, respectively. Users of this data are advised pursuant to Rule 406T of Regulation S-T that this interactive data file is deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

MARRIOTT INTERNATIONAL, INC.

28<sup>th</sup> day of April, 2010

/s/ William J. Shaw  
William J. Shaw

Director and Vice Chairman

/s/ Carl T. Berquist  
Carl T. Berquist

Executive Vice President and

Chief Financial Officer