PEARCE HARRY J

Form 4

January 12, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number:

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OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

PEARCE HARRY J

MARRIOTT INTERNATIONAL INC /MD/ [MAR]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

10400 FERNWOOD ROAD

(Street)

01/10/2007

(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BETHESDA, MD 20817

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 1.Title of 3. 4. Securities Acquired 5. Amount of 6.

Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year) Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

7. Nature of Securities Ownership Indirect Beneficially Form: Direct Beneficial Owned Ownership (D) or Following Indirect (I) (Instr. 4) Reported (Instr. 4)

D

(A) or

Code V Amount (D)

Transaction(s) (Instr. 3 and 4)

Class A

Common Stock-Dir.

01/10/2007

 $A^{(1)}$ 393 51,140

Price

Def. Stock Comp Plan-1

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exer | | 7. Title a | | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|--------------|-----------------|-----------------|--------|-------------|---------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | | onNumber | Expiration D | | Amount | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | _ | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | S | | (Instr. 3 | and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | , | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | (IIISti |
| | | | | | 4, and 5) | | | | | | |
| | | | | | 4, and 3) | | | | | | |
| | | | | | | | | A | mount | | |
| | | | | | | D. | E | 01 | r | | |
| | | | | | | | Expiration Date | Title Number of | umber | | |
| | | | | | | | | | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|---------|-------|--|--|--|
| Transfer and the same and the s | Director | 10% Owner | Officer | Other | | | |
| PEARCE HARRY J | | | | | | | |
| 10400 FERNWOOD ROAD | X | | | | | | |
| BETHESDA, MD 20817 | | | | | | | |

Signatures

By: Ward R. Cooper, 01/12/2007 Attorney-In-Fact

**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).
- Shares are represented by phantom stock units accrued under the Issuer's 2002 Comprehensive Stock and Cash Incentive Plan (the Plan) in payment of directors fees and are to be settled in Issuer's Class A Common Stock upon Reporting Person's retirement.

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.

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