

MARRIOTT INTERNATIONAL INC /MD/
Form 4
July 21, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
MARRIOTT RICHARD E

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/19/2006

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

10400 FERNWOOD ROAD

(Street)

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

BETHESDA, MD 20817

(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	(A) or (D)	Price			
Class A Common Stock	07/19/2006		S		47,000	D	\$ 37	2,055,954	I	Spouse Trustee
Class A Common Stock	07/19/2006		S		600	D	\$ 37.03	2,055,354	I	Spouse Trustee
Class A Common Stock	07/19/2006		S		5,500	D	\$ 37.04	2,049,854	I	Spouse Trustee
Class A Common	07/19/2006		S		900	D	\$ 37.05	2,048,954	I	Spouse Trustee

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Stock			
Class A Common Stock	20,838,142	D	
Class A Common Stock	3,382,692	I	Other
Class A Common Stock	275,866	I	Spouse
Class A Common Stock	770,960	I	Trustee 1
Class A Common Stock	395,756	I	Trustee 17
Class A Common Stock	6,198,078	I	Trustee 19
Class A Common Stock	785,000	I	Trustee 2
Class A Common Stock	588,766	I	Trustee 3
Class A Common Stock	786,960	I	Trustee 4
Class A Common Stock	798,940	I	Trustee 5
Class A Common Stock	696,508	I	Trustee 6
Class A Common Stock	735,000	I	Trustee 7
Class A Common Stock	787,220	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**

SEC 1474
(9-02)

