

Rodriguez David A
 Form 3
 June 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Rodriguez David A		(Month/Day/Year)	MARRIOTT INTERNATIONAL INC /MD/ [MAR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		06/15/2006		
10400 FERNWOOD ROAD			(Check all applicable)	6. Individual or Joint/Group Filing(Check Applicable Line)
	(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	<input checked="" type="checkbox"/> Form filed by One Reporting Person
BETHESDA,Â MDÂ 20817			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	(give title below) (specify below)	
			EVP, Human Resources	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common - Restricted Stock Units	2,802	D	Â
Class A Common - Restricted Stock Units	7,984	D	Â
Class A Common Stock	5,710	D	Â
Class A Common Stock - Deferred Stock Award Agmt.	12,000	D	Â
Class A Common Stock - Deferred Stock Bonus Award	396	D	Â
Class A Common Stock - Deferred Stock Bonus Award	582	D	Â
Class A Common Stock - Deferred Stock Bonus Award	734	D	Â
Class A Common Stock - Restricted	12,000	D	Â

Edgar Filing: Rodriguez David A - Form 3

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

SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Employee Stock Option (Right to buy)	Â <u>(1)</u>	02/01/2011	Class A Common Stock	6,000	\$ 22.87	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(2)</u>	11/01/2011	Class A Common Stock	8,250	\$ 15.91	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(3)</u>	02/06/2013	Class A Common Stock	37,650	\$ 15.11	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(4)</u>	02/05/2014	Class A Common Stock	29,680	\$ 22.81	D	Â
Class A Employee Stock Option (Right to buy)	Â <u>(5)</u>	02/10/2015	Class A Common Stock	10,760	\$ 32.16	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rodriguez David A 10400 FERNWOOD ROAD BETHESDA,Â MDÂ 20817	Â	Â	Â EVP, Human Resources	Â

Signatures

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

06/21/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 vest in four equal installments on each of the four anniversaries of the February 1, 2001 grant date.
- (2) The options vest in four equal installments on each of the first four anniversaries of the November 1, 2001 grant date.
- (3) The options vest in four equal installments on each of the first four anniversaries of the February 6, 2003 grant date.
- (4) The options vest in four equal installments on each of the first four anniversaries of the February 5, 2004 grant date.
- (5) The options vest in four equal installments on each of the first four anniversaries of the February 10, 2005 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.