

Marriott Stephen G
Form 4
December 28, 2006

FORM 4

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

OMB APPROVAL

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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 Stephen G

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)
10400 FERNWOOD ROAD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2006

____ Director
____ Officer (give title below) Other (specify below)
13D Group Owning more than 10%

BETHESDA, MD 20817

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

(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)
Class A Common Stock	12/01/2006		G	V 531 A \$ 0	1,143,255	D	
Class A Common Stock					2,778	I	401(k) account
Class A Common Stock					787,220	I	By 1965 Trusts
Class A Common Stock					552,220	I	By 1974 Trust

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Stock				
Class A Common Stock		10,827,960	I	By JWM Family Enterprises, L.P. ⁽¹⁾
Class A Common Stock		43,230	I	By Spouse
Class A Common Stock		13,200,000	I	By Thomas Point Ventures, L.P. ⁽²⁾
Class A Common Stock		15,404	I	Sp Trustee 1 for Trust f/b/o his child
Class A Common Stock		16,504	I	Sp Trustee 2 for Trust f/b/o his child
Class A Common Stock		16,504	I	Sp Trustee 3 for Trust f/b/o his child
Class A Common Stock		72,730	I	Trustee 1 of Trust f/b/o his child
Class A Common Stock		60,950	I	Trustee 2 of Trust f/b/o his child
Class A Common Stock		51,634	I	Trustee 3 of Trust f/b/o his child

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

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(9-02)

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- Own- Follo- Repo- Trans- (Instr.			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Marriott Stephen G
10400 FERNWOOD ROAD
BETHESDA, MD 20817

Director 10% Owner Officer Other

13D Group Owning more than 10%

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

12/28/2006

__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 held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.

(1) Stephen Garff Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of his pecuniary interest therein.

Shares held by Thomas Point Ventures, L.P. (TPV). JWMFE, LP is the general partner of TPV. JWM Family Enterprises, Inc. is the general partner of JWMFE, LP. Stephen Garff Marriott directly and indirectly owns 24.99% of the outstanding stock of JWM Family Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of his pecuniary interest therein.

(2) Enterprises, Inc. The reporting person disclaims beneficial ownership of the shares held by TPV except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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