

MARRIOTT INTERNATIONAL INC /MD/
Form 3
May 26, 2006

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

OMB APPROVAL

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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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Marriott Stephen G</p> <p>(Last) (First) (Middle)</p> <p>10400 FERNWOOD ROAD</p> <p>(Street)</p> <p>BETHESDA, Â MDÂ 20817</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/17/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>MARRIOTT INTERNATIONAL INC /MD/ [MAR]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>13D group owning more than 10%</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

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 Stock | 569,566 | D | Â |
| Class A Common Stock | 21,615 | I | By Spouse |
| Class A Common Stock | 36,365 | I | Trustee 1 for Trust f/b/o his child |
| Class A Common Stock | 30,475 | I | Trustee 2 for Trust f/b/o his child |
| Class A Common Stock | 25,817 | I | Trustee 3 for Trust f/b/o his child |
| Class A Common Stock | 7,702 | I | Spouse Trustee 1 for Trust f/b/o his child |
| Class A Common Stock | 8,252 | I | Spouse Trustee 2 for Trust f/b/o his child |
| Class A Common Stock | 8,252 | I | Spouse Trustee 3 for Trust f/b/o his child |
| Class A Common Stock | 5,413,980 ⁽¹⁾ | I | By JWM Family Enterprises, L.P. |

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| | | | |
|------------------------|--------------------------|---|--------------------------------|
| Class A Common Stock | 6,600,000 ⁽²⁾ | I | By Thomas Point Ventures, L.P. |
| Class A Common Stock | 327,360 ⁽³⁾ | I | By 1974 Trust |
| Class A Common Stock | 393,610 ⁽⁴⁾ | I | By 1965 Trusts |
| Deferred Bonus Stock | 850 ⁽⁵⁾ | D | Â |
| Class A Common Stock | 1,389 | I | 401(k) account |
| Restricted Stock Units | 2,628 ⁽⁶⁾ | D | Â |

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

SEC 1473 (7-02)

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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 | | | |
| Employee Stock Option | 10/20/1996 | 10/20/2007 | Class A Common Stock | 1,321 | \$ 7.3227 | D | Â |
| Employee Stock Option | 10/20/1996 | 10/20/2007 | Class A Common Stock | 1,321 | \$ 7.2048 | D | Â |
| Employee Stock Option | 10/14/1997 | 10/14/2008 | Class A Common Stock | 1,211 | \$ 11.9327 | D | Â |
| Employee Stock Option | 10/14/1997 | 10/14/2008 | Class A Common Stock | 1,211 | \$ 11.7406 | D | Â |
| Employee Stock Option | 11/03/1998 | 11/03/2009 | Class A Common Stock | 1,211 | \$ 13.1214 | D | Â |
| Employee Stock Option | 11/03/1998 | 11/03/2009 | Class A Common Stock | 1,211 | \$ 13.3362 | D | Â |
| Employee Stock Option | 11/02/1999 | 11/02/2010 | Class A Common Stock | 1,982 | \$ 16.7538 | D | Â |

| | | | | | | | |
|------------------------------|--------------|------------|----------------------------|--------|---------------|---|---|
| Employee Stock Option | 11/02/1999 | 11/02/2010 | Class A Common Stock | 1,982 | \$ 17.028 | D | Â |
| Employee Stock Option | 11/07/2000 | 11/07/2011 | Class A Common Stock | 2,642 | \$ 24.6943 | D | Â |
| Employee Stock Option | 11/07/2000 | 11/07/2011 | Class A Common Stock | 2,642 | \$ 25.0984 | D | Â |
| Employee Stock Option | 11/06/2001 | 11/06/2012 | Class A Common Stock | 2,312 | \$ 30.537 | D | Â |
| Employee Stock Option | 11/06/2001 | 11/06/2012 | Class A Common Stock | 2,312 | \$ 31.0368 | D | Â |
| Employee Stock Option | 11/05/2002 | 11/05/2013 | Class A Common Stock | 7,440 | \$ 28.2187 | D | Â |
| Employee Stock Option | 11/04/2003 | 11/04/2014 | Class A Common Stock | 7,200 | \$ 22.1563 | D | Â |
| Employee Stock Option | 02/01/2005 | 02/01/2011 | Class A Common Stock | 6,000 | \$ 45.735 | D | Â |
| Employee Stock Option | 11/01/2005 | 11/01/2011 | Class A Common Stock | 9,320 | \$ 31.82 | D | Â |
| Employee Stock Option | Â <u>(7)</u> | 02/06/2013 | Class A Common Stock | 10,050 | \$ 30.21 | D | Â |
| Stock Appreciation Rights | Â <u>(8)</u> | 02/13/2016 | Class A Common Stock | 1,716 | \$ <u>(8)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Marriott Stephen G 10400 FERNWOOD ROAD BETHESDA, MD 20817 | Â | Â | Â | 13D group owning more than 10% |

Signatures

/s/ Stephen Garff
Marriott

05/24/2006

__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).

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)

Shares held in a 1974 trust for the benefit of Stephen Garff Marriott. Donna Rae Garff Marriott, Stephen Garff Marriott's mother, and an unrelated person are trustees.
(3)

Shares held in two 1965 trusts for the benefit of Stephen Garff Marriott. J. Willard Marriott, Jr., Stephen Garff Marriott's father, and Richard E. Marriott, Stephen Garff Marriott's uncle, are trustees.
(4)

Holders of deferred bonus stock awards do not receive dividends or exercise voting rights on their deferred bonus stock until it is distributed to them. The recipient can designate an award as current, which is distributed in 10 annual installments beginning one year after the award is granted, or deferred, which is distributed in a lump sum or in up to 10 installments following termination of employment. Deferred bonus stock contingently vests in ten equal annual installments beginning one year after the Issuer makes the award.
(5)

Represents 922 share units, 1,050 share units and 656 share units granted on February 5, 2004, February 10, 2005 and February 13, 2006, respectively, that vest in four equal annual installments.
(6)

These options vest in four equal annual installments beginning on February 6, 2004.
(7)

These stock appreciation rights were granted on February 13, 2006 and vest in four equal annual installments. The exercise price shall be the difference between the grant price (\$68.93 per share) and the market price at exercise divided by the market price at exercise.
(8)

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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