MCCARTHY ROBERT
Form 4
October 25, 2006

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCARTHY ROBERT

(Last) (First) (Middle)

10400 FERNWOOD ROAD

(Street)

BETHESDA, MD 20817

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
MARRIOTT INTERNATIONAL INC /MD/ [MAR]

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President, N. American Lodging

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	10/23/2006		M		30,000	A	$ 14.11	67,980	D	
Class A Common Stock	10/23/2006		S		30,000	D	$ 41.71	37,980	D	
Class A Common Stock	10/23/2006		M		23,600	A	$ 16.58	61,580	D	
Class A Common	10/23/2006		S		23,600	D	$ 41.71	37,980	D	

Stock								
Class A Common Stock	10/23/2006		M	20,000	A	$ 17.77	57,980	D
Class A Common Stock	10/23/2006		S	20,000	D	$ 41.71	37,980	D
Class A Common Stock	10/23/2006		M	27,500	A	$ 22.87	65,480	D
Class A Common Stock	10/23/2006		S	27,500	D	$ 41.71	37,980	D

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

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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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Employee Stock Option (Right to buy)	$ 22.87	10/23/2006		M			27,500	(1)	02/01/2011	Class A Common Stock	27,500
Class A Employee Stock Option (Right to buy)	$ 14.11	10/23/2006		M			30,000	(2)	11/05/2013	Class A Common Stock	30,000
	$ 17.77	10/23/2006		M			20,000	(3)	08/05/2014		20,000

Class A Employee Stock Option (Right to buy)								Class A Common Stock	
Class A Employee Stock Option (Right to buy)	$ 16.58	10/23/2006		M	23,600	(4)	11/04/2014	Class A Common Stock	23,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY ROBERT 10400 FERNWOOD ROAD BETHESDA, MD 20817			President, N. American Lodging	

Signatures

By: Ward R. Cooper, Attorney-In-Fact	10/24/2006
**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).

(1) The options vest in four equal installments on each of the first 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 5, 1998 grant date.

(3) The options vest in four equal installments on each of the first four anniversaries of the August 5, 1999 grant date.

(4) The options vest in four equal installments on each of the first four anniversaries of the November 4, 1999 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.
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