

MARRIOTT INTERNATIONAL INC /MD/
 Form 4
 December 13, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Harrison Deborah Marriott

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)
 12/11/2006

____ Director
 ____ Officer (give title below) Other (specify below)
 Member of 13(d) group

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common Stock	12/11/2006		M		10,568	A	\$ 1.8
Class A Common Stock	12/11/2006		M		10,568	A	\$ 1.83
Class A Common Stock					798,940	(1)	I
Class A Common Stock					688,340	(2)	I
							By 1965 Trusts
							By 1974 Trust

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Stock			
Class A Common Stock	10,827,960 <u>(3)</u>	I	By JWM Family Enterprises, L.P.
Class A Common Stock	40	I	By Minor Child
Class A Common Stock	83,778	I	By Spouse <u>(4)</u>
Class A Common Stock	13,200,000 <u>(5)</u>	I	By Thomas Point Ventures, L.P.
Class A Common Stock	9,600	I	Trustee 1 of Trust f/b/o her child
Class A Common Stock	8,406	I	Trustee 2 of Trust f/b/o her child
Class A Common Stock	2,430	I	Trustee 3 of Trust f/b/o her child
Class A Common Stock	13,310	I	Trustee 4 of Trust f/b/o her child
Class A Common Stock	76,116	I	Trustee 5 of Trust f/b/o her child
Class A Common Stock	72,942	I	Trustee 6 of Trust f/b/o her child
Class A Common Stock	56,622	I	Trustee 7 of Trust f/b/o her child
Class A Common Stock	54,312	I	Trustee 8 of Trust f/b/o her child
Class A Common Stock	47,536	I	Trustee 9 of Trust f/b/o her child

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

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person disclaims beneficial ownership of the shares held by JWMFE, LP except to the extent of her pecuniary interest therein.

- (4) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her 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

- (5) general partner of JWMFE, LP. Deborah Marriott Harrison 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 her pecuniary interest therein.

- (6) The options vested in four equal annual installments on each of the first four anniversaries of the 10/20/1992 grant date.

- (7) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her 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.

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.