#### MARRIOTT INTERNATIONAL INC /MD/

Form 4 April 04, 2005

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

	•											
1. Name and Address of Reporting Person * KEEGAN BRENDAN			2. Issuer Name <b>and</b> Ticker or Trading Symbol MARRIOTT INTERNATIONAL INC /MD/ [MAR]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last) 10400 FERM	Last) (First) (Middle)  O FERNWOOD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 03/31/2004					Director 10% Owner _X_ Officer (give title Other (specify below)  VP: EVP Human Resources			
DETHEOD.	(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting			
BETHESDA, MD 20817								Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									ly Owned		
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Ye	ear) Execution	emed ion Date, if /Day/Year)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	(A)	d of (D)	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	03/31/2004			J <u>(1)</u>	1,446	A	\$0	6,859	D			
Class A Common Stock - Restricted	03/31/2004			J <u>(1)</u>	1,446	D	\$ 0	30,361	D			
Class A Common Stock - Restricted	03/31/2004			F	756	D	\$ 42.31	29,605	D			

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

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SEC 1474

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	le and	8. Price of	•
Derivative Conversion		(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date		Amou	ınt of	Derivative	]
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	į
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Ì
Derivativ					Securities			(Instr. 3 and 4)			
	Security				Acquired						1
					(A) or						1
					Disposed						•
					of (D)						
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
							Expiration Date	Title	or		
									Number		
				C + V					of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KEEGAN BRENDAN 10400 FERNWOOD ROAD BETHESDA, MD 20817

**VP: EVP Human Resources** 

### **Signatures**

By: Dorothy M. Ingalls, Attorney-In-Fact

04/01/2004

\*\*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) Release of Restricted Stock.

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.

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