

MARRIOTT INTERNATIONAL INC /MD/
Form 4
June 18, 2015

FORM 4

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

OMB APPROVAL

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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 *
Marriott Juliana B.

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)
12/19/2014

____ Director
____ Officer (give title below) Other (specify below)
Member of a 10% 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)
				(A) or (D)	Code V Amount (D) Price		
Class A Common Stock	12/19/2014		G	380	D \$ 0 43,322	D	
Class A Common Stock	12/22/2014		G	646	D \$ 0 42,676	D	
Class A Common Stock	12/31/2014		G	676	D \$ 0 42,000	D	
Class A Common					24,227,118	I	By JWM Family

Stock				Enterprises, Inc. ⁽¹⁾
Class A Common Stock	469,069	I		By JBM Marital Trust ⁽²⁾
Class A Common Stock	290,000	I		By Trust for Steven Garff Marriott's Descendants ⁽²⁾
Class A Common Stock	13,220	I		By Trust for benefit of child - 1 ⁽²⁾
Class A Common Stock	16,682	I		By Trust for benefit of child - 2 ⁽²⁾
Class A Common Stock	11,732	I		By Trust for benefit of child - 3 ⁽²⁾
Class A Common Stock	68,900	I		By Trust for benefit of child - 4 ⁽²⁾
Class A Common Stock	76,991	I		By Trust for benefit of child - 5 ⁽²⁾
Class A Common Stock	53,622	I		By Trust for benefit of child - 6 ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
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