

MARRIOTT JOHN W III
Form 5
January 21, 2005

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB
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1. Name and Address of Reporting Person *
MARRIOTT JOHN W III

(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. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2004

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
EVP, Lodging

6. Individual or Joint/Group Reporting

(check applicable line)

☒ 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 at end of Issuer's Fiscal Year (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	12/01/2004	Â	G	382 D \$ 0	403,513	D	Â
Class A Common Stock	12/01/2004	Â	G	382 D \$ 0	403,131	D	Â
Class A Common Stock	12/01/2004	Â	G	382 D \$ 0	402,749	D	Â

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Class A Common Stock	12/01/2004	Â	G	381	D	\$ 0	402,368	D	Â
Class A Common Stock	12/01/2004	Â	G	381	D	\$ 0	401,987	D	Â
Class A Common Stock	12/15/2004	Â	G	1,600	D	\$ 0	400,387	D	Â
Class A Common Stock	12/15/2004	Â	G	210	D	\$ 0	400,177	D	Â
Class A Common Stock	12/15/2004	Â	G	210	D	\$ 0	399,967	D	Â
Class A Common Stock	12/15/2004	Â	G	210	D	\$ 0	399,757	D	Â
Class A Common Stock	12/15/2004	Â	G	210	D	\$ 0	399,547	D	Â
Class A Common Stock	12/15/2004	Â	G	210	D	\$ 0	399,337	D	Â
Class A Common Stock	12/01/2004	Â	G	636	A	\$ 0	25,527	I	Trustee 1
Class A Common Stock	12/15/2004	Â	G	350	A	\$ 0	25,877	I	Trustee 1
Class A Common Stock	12/01/2004	Â	G	636	A	\$ 0	20,795	I	Trustee 2
Class A Common Stock	12/15/2004	Â	G	350	A	\$ 0	21,145	I	Trustee 2
Class A Common Stock	12/01/2004	Â	G	636	A	\$ 0	14,707	I	Trustee 3
Class A Common Stock	12/15/2004	Â	G	350	A	\$ 0	15,057	I	Trustee 3
Class A Common	Â	Â	Â	Â	Â	Â	337,360	I	Beneficiary 1

Stock										
Class A Common Stock	Â	Â	Â	Â	Â	Â	393,480	I		Beneficiary 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,413,980	I		By Corporation
Class A Common Stock	Â	Â	Â	Â	Â	Â	160,000	I		LP Partnership
Class A Common Stock	Â	Â	Â	Â	Â	Â	9,734	I		Sp Trustee 1
Class A Common Stock	Â	Â	Â	Â	Â	Â	9,734	I		Sp Trustee 2
Class A Common Stock	Â	Â	Â	Â	Â	Â	5,054	I		Sp Trustee 3
Class A Common Stock	Â	Â	Â	Â	Â	Â	15,605	I		Spouse

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)	8. Price of Derivative Security (Instr. 5)	9. of Derivative Securities (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817	X		EVP, Lodging	

Signatures

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

01/18/2005

_____*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).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.
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