

WEISZ STEPHEN P
Form 4
December 17, 2004

FORM 4

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

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).

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 *
WEISZ STEPHEN P

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)
12/16/2004

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP- President MVCI

BETHESDA, MD 20817

(City) (State) (Zip)

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

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)	Price		
				Code	V	Amount	
Class A Common Stock	12/16/2004		M		13,250	A	\$ 33.16 15,049 D
Class A Common Stock	12/16/2004		M		12,500	A	\$ 31.82 27,549 D
Class A Common Stock	12/16/2004		S		4,200	D	\$ 62.57 23,349 D
Class A Common	12/16/2004		S		1,800	D	\$ 62.58 21,549 D

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Stock								
Class A Common Stock	12/16/2004	S	100	D	\$ 62.6	21,449	D	
Class A Common Stock	12/16/2004	S	5,700	D	\$ 62.65	15,749	D	
Class A Common Stock	12/16/2004	S	800	D	\$ 62.66	14,949	D	
Class A Common Stock	12/16/2004	S	2,550	D	\$ 62.67	12,399	D	
Class A Common Stock	12/16/2004	S	1,900	D	\$ 62.68	10,499	D	
Class A Common Stock	12/16/2004	S	500	D	\$ 62.69	9,999	D	
Class A Common Stock	12/16/2004	S	700	D	\$ 62.7	9,299	D	
Class A Common Stock	12/16/2004	S	100	D	\$ 62.71	9,199	D	
Class A Common Stock	12/16/2004	S	3,500	D	\$ 62.72	5,699	D	
Class A Common Stock	12/16/2004	S	500	D	\$ 62.73	5,199	D	
Class A Common Stock	12/16/2004	S	1,600	D	\$ 62.75	3,599	D	
Class A Common Stock	12/16/2004	S	1,100	D	\$ 62.77	2,499	D	
Class A Common Stock	12/16/2004	S	100	D	\$ 62.78	2,399	D	
Class A Common Stock	12/16/2004	S	100	D	\$ 62.79	2,299	D	

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Class A Common Stock	12/16/2004	S	200	D	\$ 62.8	2,099	D
Class A Common Stock	12/16/2004	S	300	D	\$ 62.81	1,799	D

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

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(9-02)

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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Class A Employee Stock Option (Right to buy)	\$ 31.82	12/16/2004		M	12,500	<u>(1)</u> 11/01/2011	Class A Common Stock	12,500
Class A Employee Stock Option (Right to buy)	\$ 33.16	12/16/2004		M	13,250	<u>(2)</u> 11/04/2014	Class A Common Stock	13,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISZ STEPHEN P 10400 FERNWOOD ROAD BETHESDA, MD 20817			VP- President	MVCI

Signatures

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

12/17/2004

__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) The options vest in four equal installments on each of the first four anniversaries of the November 1, 2001 grant date.

(2) 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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