

Harrison Deborah Marriott
Form 4
January 05, 2007

FORM 4

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).

**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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(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)
12/27/2006

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Member of 13(d) group

BETHESDA, MD 20817

(City) (State) (Zip)

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
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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	12/27/2006		G	V	205	A	\$ 0 9,123	I <u>(1)</u>	Trustee 2 of Trust f/b/o her child
Class A Common Stock	12/28/2006		G	V	307	A	\$ 0 9,430	I <u>(1)</u>	Trustee 2 of Trust f/b/o her child
Class A Common Stock	12/28/2006		G	V	307	A	\$ 0 9,737	I <u>(1)</u>	Trustee 2 of Trust f/b/o her child
Class A Common	12/27/2006		G	V	205	A	\$ 0 76,833	I <u>(1)</u>	Trustee 5 of Trust f/b/o

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Stock									her child
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	77,140	I ⁽¹⁾	Trustee 5 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	77,447	I ⁽¹⁾	Trustee 5 of Trust f/b/o her child
Class A Common Stock	12/27/2006	G	V	205	A	\$ 0	57,339	I ⁽¹⁾	Trustee 7 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	57,646	I ⁽¹⁾	Trustee 7 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	57,953	I ⁽¹⁾	Trustee 7 of Trust f/b/o her child
Class A Common Stock	12/27/2006	G	V	205	A	\$ 0	55,029	I ⁽¹⁾	Trustee 8 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	55,336	I ⁽¹⁾	Trustee 8 of Trust f/b/o her child ⁽¹⁾
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	55,643	I ⁽¹⁾	Trustee 8 of Trust f/b/o her child
Class A Common Stock	12/27/2006	G	V	205	A	\$ 0	48,253	I ⁽¹⁾	Trustee 9 of Trust f/b/o her child
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	48,560	I ⁽¹⁾	Trustee 9 of Trust f/b/o her child ⁽¹⁾
Class A Common Stock	12/28/2006	G	V	307	A	\$ 0	48,867	I ⁽¹⁾	Trustee 9 of Trust f/b/o her child
Class A Common Stock							467,611 ⁽²⁾	D	
Class A Common Stock							798,940 ⁽³⁾	I	By 1965 Trusts
Class A Common Stock							688,340 ⁽⁴⁾	I	By 1974 Trust

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Class A Common Stock	10,827,960 (5)	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 (6)
Class A Common Stock	13,200,000 (7)	I	By Thomas Point Ventures, L.P.
Class A Common Stock	8,300	I	Trustee 1 of Trust f/b/o her child (1)
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	72,942	I	Trustee 6 of Trust f/b/o her child

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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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison Deborah Marriott 10400 FERNWOOD ROAD BETHESDA, MD 20817				Member of 13(d) group

Signatures

By: Ward R. Cooper,
Attorney-In-Fact

12/29/2006

__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 Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- (2) Includes 12,620 shares owned jointly with her husband Ronald T. Harrison.
- (3) Shares held in two 1965 Trusts for the benefit of Deborah Marriott Harrison. J. Willard Marriott, Jr., Deborah Marriott Harrison's father, and Richard E. Marriott, Deborah Marriott Harrison's uncle, are trustees.
- (4) Shares held in a 1974 trust for the benefit of Deborah Marriott Harrison. Donna Rae Garff Marriott, Deborah Marriott Harrison's mother, and an unrelated person are trustees.

Shares held by JWM Family Enterprises, L.P. (JWMFE, LP). JWM Family Enterprises, Inc. is the general partner of JWMFE, LP.

- (5) 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 JWMFE, LP except to the extent of her pecuniary interest therein.
 - (6) 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 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.
- (7)

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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