

MARRIOTT INTERNATIONAL INC /MD/

Form 5

February 27, 2006

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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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response... 1.0

1. Name and Address of Reporting Person *
MARRIOTT J W JR

(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)
12/30/2005

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)
Chairman & CEO

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	12/21/2005	Â	G	97,561 D	\$ 67.72	3,099,039 I	Trustee 19
Class A Common Stock	Â	Â	Â	Â Â Â	2,251,142	D	Â
Class A Common	Â	Â	Â	Â Â Â	217,878	I	Beneficiary

Stock

Class A Common Stock	Â	Â	Â	Â	Â	6,600,000	I	By Ltd Partnership
Class A Common Stock	Â	Â	Â	Â	Â	5,413,980	I	By-Corp
Class A Common Stock	Â	Â	Â	Â	Â	160,000	I	GP/Partnership
Class A Common Stock	Â	Â	Â	Â	Â	1,332,534	I	Sp Trustee 1
Class A Common Stock	Â	Â	Â	Â	Â	7,702	I	Sp Trustee 2
Class A Common Stock	Â	Â	Â	Â	Â	8,252	I	Sp Trustee 3
Class A Common Stock	Â	Â	Â	Â	Â	8,252	I	Sp Trustee 4
Class A Common Stock	Â	Â	Â	Â	Â	9,734	I	Sp Trustee 5
Class A Common Stock	Â	Â	Â	Â	Â	9,734	I	Sp Trustee 6
Class A Common Stock	Â	Â	Â	Â	Â	5,054	I	Sp Trustee 7
Class A Common Stock	Â	Â	Â	Â	Â	139,735	I	Spouse
Class A Common Stock	Â	Â	Â	Â	Â	385,480	I	Trustee 1
Class A Common Stock	Â	Â	Â	Â	Â	392,500	I	Trustee 2
Class A Common Stock	Â	Â	Â	Â	Â	294,383	I	Trustee 3

Class A Common Stock	Â	Â	Â	Â	Â	Â	393,480	I	Trustee 4
Class A Common Stock	Â	Â	Â	Â	Â	Â	399,470	I	Trustee 5
Class A Common Stock	Â	Â	Â	Â	Â	Â	348,254	I	Trustee 6
Class A Common Stock	Â	Â	Â	Â	Â	Â	367,500	I	Trustee 7
Class A Common Stock	Â	Â	Â	Â	Â	Â	393,610	I	Trustee 8

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

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SEC 2270
(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. Amount or Number of Shares
					(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 J W JR 10400 FERNWOOD ROAD BETHESDA,Â MDÂ 20817	Â X	Â X	Â Chairman & CEO	Â

Signatures

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

02/27/2006

__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).

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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