

MARRIOTT RICHARD E
Form 4/A
August 04, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MARRIOTT RICHARD E

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)
02/20/2009

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

BETHESDA, MD 20817

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
02/23/2009

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 Ownership (Instr. 4)	
			Code	V	Amount			
Class A Common Stock	02/20/2009		J ⁽¹⁾		100,000	A	\$ 14.24 20,430,257 ⁽¹⁾	D
Class A Common Stock	02/24/2009		J ⁽¹⁾		90,000	A	\$ 13.88 20,430,257 ⁽¹⁾	D

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.

SEC 1474
(9-02)

