

MARRIOTT JOHN W III
Form 4/A
November 17, 2005

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 JOHN W III

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)
10/10/2005

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

BETHESDA, MD 20817

4. If Amendment, Date Original Filed(Month/Day/Year)
10/12/2005

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 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 (A) or (D) Price		
Class A Common Stock	10/10/2005 ⁽¹⁾		M		1,754 A \$ 25.1	405,216	D
Class A Common Stock	10/10/2005 ⁽¹⁾		S		200 D \$ 62.84	405,016	D
Class A Common Stock	10/10/2005 ⁽¹⁾		S		1,200 D \$ 62.85	403,816	D
Class A Common	10/10/2005 ⁽¹⁾		S		354 D \$ 62.87	403,462	D

Edgar Filing: MARRIOTT JOHN W III - Form 4/A

Stock			
Class A Common Stock	329,360	I	Beneficiary 1
Class A Common Stock	385,480	I	Beneficiary 2
Class A Common Stock	5,413,980	I	By Corporation
Class A Common Stock	160,000	I	LP Partnership
Class A Common Stock	9,734	I	Sp Trustee 1
Class A Common Stock	9,734	I	Sp Trustee 2
Class A Common Stock	5,054	I	Sp Trustee 3
Class A Common Stock	15,605	I	Spouse
Class A Common Stock	25,877	I	Trustee 1
Class A Common Stock	21,145	I	Trustee 2
Class A Common Stock	15,057	I	Trustee 3

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

Edgar Filing: MARRIOTT JOHN W III - Form 4/A

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. (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Class A Employee Stock Option (Right to buy)	\$ 25.1	10/10/2005 ⁽¹⁾		M	1,754	⁽²⁾ 11/07/2011		Class A Common Stock	1,754

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: Ward R. Cooper,
Attorney-In-Fact

10/12/2005

__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).
- (1) This transaction was inadvertently omitted on the original filing.
- (2) The options vest in four equal installments on each of the first four anniversaries of the November 6, 1997 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.