

MARRIOTT INTERNATIONAL INC /MD/

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 \*  
RYAN JOSEPH J

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)  
12/15/2004

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP & Gen. Counsel

BETHESDA, MD 20817

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

(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 (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 or Price                                                                               |                                                          |                                                       |
| Class A Common Stock            | 12/15/2004                           |                                                    | S                              |                                                                   | 2,850                                                                                         | D                                                        | \$ 62.3 57,604                                        |
| Class A Common Stock            | 12/15/2004                           |                                                    | S                              |                                                                   | 300                                                                                           | D                                                        | \$ 62.31 57,304                                       |
| Class A Common Stock            | 12/15/2004                           |                                                    | S                              |                                                                   | 900                                                                                           | D                                                        | \$ 62.29 56,404                                       |
| Class A Common                  | 12/15/2004                           |                                                    | S                              |                                                                   | 300                                                                                           | D                                                        | \$ 62.28 56,104                                       |

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|                            |            |   |        |   |             |        |   |
|----------------------------|------------|---|--------|---|-------------|--------|---|
| Stock                      |            |   |        |   |             |        |   |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 1,600  | D | \$<br>62.27 | 54,504 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 1,300  | D | \$<br>62.25 | 53,204 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 2,800  | D | \$<br>62.24 | 50,404 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 10,700 | D | \$<br>62.22 | 39,704 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 2,200  | D | \$<br>62.21 | 37,504 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 700    | D | \$<br>62.19 | 36,804 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 2,400  | D | \$<br>62.18 | 34,404 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 150    | D | \$<br>62.14 | 34,254 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 300    | D | \$<br>62.12 | 33,954 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 5,500  | D | \$<br>62.13 | 28,454 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 900    | D | \$<br>62.14 | 27,554 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 4,900  | D | \$<br>62.12 | 22,654 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 2,300  | D | \$<br>62.09 | 20,354 | D |
| Class A<br>Common<br>Stock | 12/15/2004 | S | 1,200  | D | \$<br>62.08 | 19,154 | D |

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|                            |            |  |     |        |   |             |        |   |
|----------------------------|------------|--|-----|--------|---|-------------|--------|---|
| Class A<br>Common<br>Stock | 12/15/2004 |  | S   | 900    | D | \$<br>62.06 | 18,254 | D |
| Class A<br>Common<br>Stock | 12/15/2004 |  | S   | 3,800  | D | \$<br>62.05 | 14,454 | D |
| Class A<br>Common<br>Stock | 12/15/2004 |  | M   | 19,950 | A | \$<br>24.69 | 34,404 | D |
| Class A<br>Common<br>Stock | 12/15/2004 |  | M   | 26,050 | A | \$<br>17.03 | 60,454 | D |
| Class A<br>Common<br>Stock | 12/16/2004 |  | G V | 690    | D | \$ 0        | 59,764 | D |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)         | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                            |                                     |
|-------------------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|----------------------------|-------------------------------------|
|                                                             |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                    | Date<br>Exercisable                                            | Expiration<br>Date                                                  | Title                      | Amount<br>or<br>Number<br>of Shares |
| Class A<br>Employee<br>Stock<br>Option<br>(Right to<br>buy) | \$ 17.03                                                           | 12/15/2004                              |                                                             | M                                    | 26,050                                                                                                       | <u>(1)</u>                                                     | 11/02/2010                                                          | Class A<br>Common<br>Stock | 26,050                              |
| Class A<br>Employee<br>Stock<br>Option<br>(Right to<br>buy) | \$ 24.69                                                           | 12/15/2004                              |                                                             | M                                    | 19,950                                                                                                       | <u>(2)</u>                                                     | 11/07/2011                                                          | Class A<br>Common<br>Stock | 19,950                              |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                         |       |
|------------------------------------------------------------|---------------|-----------|-------------------------|-------|
|                                                            | Director      | 10% Owner | Officer                 | Other |
| RYAN JOSEPH J<br>10400 FERNWOOD ROAD<br>BETHESDA, MD 20817 |               |           | Exec. VP & Gen. Counsel |       |

## Signatures

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

12/16/2004

\_\_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 2, 1995 grant date.
  - (2) The options vest in four equal installments on each of the first four anniversaries of the November 7, 1996 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.