

MARRIOTT INTERNATIONAL INC /MD/
Form 4
June 18, 2015

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 *
Marriott Juliana B.

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)
12/19/2014

____ Director
____ Officer (give title below) Other (specify below)
Member of a 10% Group

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 | (A) or (D) | Price | | |
| Class A Common Stock | 12/19/2014 | | G | | 380 | D | \$ 0 43,322 | D | |
| Class A Common Stock | 12/22/2014 | | G | | 646 | D | \$ 0 42,676 | D | |
| Class A Common Stock | 12/31/2014 | | G | | 676 | D | \$ 0 42,000 | D | |
| Class A Common | | | | | | | 24,227,118 | I | By JWM Family |

| | | | | |
|----------------------|---------|---|--|---|
| Stock | | | | Enterprises, Inc. ⁽¹⁾ |
| Class A Common Stock | 469,069 | I | | By JBM Marital Trust ⁽²⁾ |
| Class A Common Stock | 290,000 | I | | By Trust for Steven Garff Marriott's Descendants ⁽²⁾ |
| Class A Common Stock | 13,220 | I | | By Trust for benefit of child - 1 ⁽²⁾ |
| Class A Common Stock | 16,682 | I | | By Trust for benefit of child - 2 ⁽²⁾ |
| Class A Common Stock | 11,732 | I | | By Trust for benefit of child - 3 ⁽²⁾ |
| Class A Common Stock | 68,900 | I | | By Trust for benefit of child - 4 ⁽²⁾ |
| Class A Common Stock | 76,991 | I | | By Trust for benefit of child - 5 ⁽²⁾ |
| Class A Common Stock | 53,622 | I | | By Trust for benefit of child - 6 ⁽²⁾ |

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, | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

4, and 5)

| Code | V | (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 Juliana B. 10400 FERNWOOD ROAD BETHESDA, MD 20817 | | | | Member of a 10% Group |

Signatures

| | |
|---|------------|
| /s/ Bancroft S. Gordon, Attorney-In-Fact | 06/18/2015 |
| **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).

Consists of 9,199,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 2,904,028 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 4,200,000 shares owned by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P., and 7,923,091 shares owned by JWM

(1) Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P. The Reporting Person disclaims beneficial ownership of these securities except to the extent of her pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

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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