

MARRIOTT INTERNATIONAL INC /MD/

Form 424B3

January 07, 2002

Prospectus Supplement
January 7, 2002

(TO PROSPECTUS DATED DECEMBER 12, 2001)

The Prospectus dated December 12, 2001 (the "Prospectus") relating to the offer for resale of up to \$470,000,000 aggregate principal amount of Liquid Yield Option Notes (Zero Coupon - Senior) of Marriott International, Inc. ("Marriott") and the shares of Marriott's Class A common stock, par value \$0.01 per share, issuable upon conversion or redemption of the LYONs is hereby amended as follows:

The table beginning on page 39 of the Prospectus is hereby replaced in its entirety with the following table in order to (1) add additional selling securityholders named below that were not included in the table on page 39, (2) update the information in the table regarding all other holders and (3) restate the information in the column labeled "Number of Shares of Common Stock that May be Sold" to reflect conversion of all of the holder's LYONs at a conversion rate of 13.5285 shares of common stock per \$1,000 principal amount at maturity of the LYONs, rounded down to the nearest whole number of shares:

| Name ----- | Aggregate Principal Amount of LYONs at Maturity that May be Sold ----- | Percentage of LYONs Outstanding ----- | Number Shares Common St that May Sold(1) ----- |
|---|---|--|---|
| Absolute Return Fund, Ltd. | 518,200 | * | 7,010 |
| Allstate Insurance Company | 1,500,000 | * | 20,292 |
| Allstate Life Insurance Company | 3,500,000 | * | 47,349 |
| Aloha Airlines Non-Pilots Pension Trust | 110,000 | * | 1,488 |
| Aloha Pilots Retirement Trust | 65,000 | * | 879 |
| American Companies/Michigan Mutual Insurance Company | 350,000 | * | 4,734 |
| American Fidelity Assurance Company | 175,000 | * | 2,367 |
| Associated Electric and Gas Insurance Services Limited | 700,000 | * | 9,469 |
| Bank Austria Cayman Islands, Ltd. | 3,000,000 | * | 40,585 |
| Black Diamond Offshore Limited | 852,000 | * | 11,526 |
| Blue Cross Blue Shield of Florida | 1,000,000 | * | 13,528 |
| C&H Sugar Company Inc. | 165,000 | * | 2,232 |
| CapitalCare, Inc. | 40,000 | * | 541 |
| CareFirst of Maryland, Inc. | 225,000 | * | 3,043 |
| City of Birmingham Retirement & Relief System | 900,000 | * | 12,175 |
| Credit Industrial D'Alsace Et De Lorraine | 3,500,000 | * | 47,349 |
| Credit Lyonnais Securities (USA) Inc. | 8,000,000 | 1.70 | 108,228 |
| Deutsche Banc Alex Brown Inc. | 60,990,000 | 12.97 | 825,103 |
| Double Black Diamond Offshore LDC | 3,938,000 | * | 53,275 |

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| | | | |
|---|-----------|-------|---------|
| Drury University | 50,000 | * | 676 |
| FreeState Health Plan, Inc. | 50,000 | * | 676 |
| Gala Offshore Master Fund Ltd. | 7,500,000 | 1.60% | 101,463 |
| Genesee County Employees' Retirement System | 350,000 | * | 4,734 |
| GLG Market Neutral Fund | 500,000 | * | 6,764 |

| Name | Aggregate Principal Amount of LYONs at Maturity that May be Sold | Percentage of LYONs Outstanding | Number Shares Common St that May Sold(1) |
|--|--|---------------------------------------|--|
| ---- | ----- | ----- | ----- |
| Greek Catholic Union | 60,000 | * | 811 |
| Greek Catholic Union II | 40,000 | * | 541 |
| Group Hospitalization and Medical Services, Inc. | 225,000 | * | 3,043 |
| Hawaiian Airlines Employees Pension Plan-IAM | 50,000 | * | 676 |
| Hawaiian Airlines Pension Plan for Salaried Employees | 10,000 | * | 135 |
| Hawaiian Airlines Pilots Retirement Plan | 100,000 | * | 1,352 |
| HealthNow New York, Inc. | 125,000 | * | 1,691 |
| Highbridge International L.L.C. | 31,000,000 | 6.60 | 419,383 |
| Jackson County Employees' Retirement System | 175,000 | * | 2,367 |
| KBC Financial Products (Cayman Islands) | 6,000,000 | 1.28 | 81,171 |
| KBC Financial Products USA | 1,000,000 | * | 13,528 |
| Lehman Brothers Inc. | 56,000,000 | 11.91 | 757,596 |
| Lexington (IMA) Limited | 368,200 | * | 4,981 |
| MLQA Convertible Securities Arbitrage Ltd. | 25,000,000 | 5.32 | 338,212 |
| Morgan Stanley & Co. | 15,000,000 | 3.19 | 202,927 |
| Nashville Electric Service | 150,000 | * | 2,029 |
| Nomura Securities International, Inc. | 35,000,000 | 7.45 | 473,497 |
| NORCAL Mutual Insurance Company | 475,000 | * | 6,426 |
| OZ Master Fund, Inc. | 5,113,600 | 1.09 | 69,179 |
| Physicians ` Reciprocal Insurers Account #7 | 1,250,000 | * | 16,910 |
| R2 Investments LDC | 44,000,000 | 9.36 | 595,254 |
| RCG Latitude Master Fund | 2,000,000 | * | 27,057 |
| Royal Bank of Canada | 19,500,000 | 4.15 | 263,805 |
| SCI Endowment Care Common Trust Fund - First Union | 110,000 | * | 1,488 |
| SCI Endowment Care Common Trust Fund - Sun Trust | 110,000 | * | 1,488 |
| SCI Endowment Care Common Trust Fund - National Fiduciary Services | 280,000 | * | 3,787 |
| Shepherd Investments International, Ltd. | 25,000,000 | 5.32 | 338,212 |

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| | | | |
|---|-------------|---------|-----------|
| Southdown Pension Plan | 325,000 | * | 4,396 |
| Southern Farm Bureau Life Insurance | 725,000 | * | 9,808 |
| Starvest Managed Portfolio | 100,000 | * | 1,352 |
| State of Florida Division of Treasury | 2,475,000 | * | 33,483 |
| State of Florida, Office of the Treasurer | 2,750,000 | * | 37,203 |
| State of Oregon/SAIF Corporation | 3,700,000 | * | 50,055 |
| TD Securities (USA) Inc. | 17,000,000 | 3.62 | 229,984 |
| Tribeca Investments L.L.C. | 13,000,000 | 2.77 | 175,870 |
| US Warburg LLC | 8,560,000 | 1.82 | 115,803 |
| UBS AG London Branch | 14,290,000 | 3.04 | 193,322 |
| Union Carbide Retirement Account | 2,100,000 | * | 28,409 |
| Worldwide Transactions Ltd. | 210,000 | * | 2,840 |
| Y&H Soda Foundation | 85,000 | * | 1,149 |
| All other holders | 38,560,000 | 8.20% | 521,658 |
| Total | 470,000,000 | 100.00% | 6,358,395 |

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* Less than 1%.

1. Assumes conversion of all of the holder's LYONs at a conversion rate of 13.5285 shares of common stock per \$1,000 principal amount at maturity of the LYONs, rounded down to the nearest whole number of shares. However, this conversion rate will be subject to adjustment as described under "Description of LYONs--Conversion Rights." As a result, the amount of common stock issuable upon conversion of the LYONs may increase or decrease in the future.
2. Calculated based on Rule 13d-3(d) (i) of the Exchange Act using 241,018,255 shares of common stock outstanding as of November 2, 2001. In calculating this amount for each holder, we treated as outstanding the number of shares of common stock issuable upon conversion of all of that holder's LYONs but did not assume conversion of any other holder's LYONs.

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