FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washir

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

gton, 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*  MARRIOTT J W JR  (Last) (First) (Middle)  10400 FERNWOOD ROAD  Street)  BETHESDA MD 20817				<u>M</u> /	SUER NAME <b>and</b> TIC ARRIOTT VA <u>rp</u> [ VAC ]					(Check all applicable)  Director  Officer (give	X 10	10% Owner Other (specify below)	
					ate of Earliest Trans 26/2014	saction	(Mont	h/Day/Year)		below)			
				4. If	Amendment, Date	of Origii	nal Fil	ed (Month/Da		Individual or Joint/Group Filing (Check Applicable Line)      X Form filed by One Reporting Person     Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Ion-Deriva	tive	Securities Ac	auire	4 Di	enoced of	f or B	enofic	ially Owned		
Title of Security (Instr. 3)		Table I - Non-Deriva  2. Transactic Date (Month/Day)		on	2A. Deemed Execution Date,	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) o			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
						Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock			03/26/20	14		W	V	28,125	D	\$0.0	0 171,019	I	Sp Trustee 1 <sup>(1)</sup>
Common Stock											313,463.8	D	
Common Stock											2,002,797	I	JWMFE <sup>(1)(2)</sup>
Common Stock											32,349	I	JWM Associates LP <sup>(1)</sup>
Common Stock											28,252	I	Spouse <sup>(1)</sup>
Common Stock											1,322	I	Sp Trustee 2 <sup>(1)</sup>
Common Stock											833	I	Sp Trustee 4 <sup>(1)</sup>
Common Stock											1,967	I	Sp Trustee 5 <sup>(1)</sup>
Common Stock											1,967	I	Sp Trustee 6 <sup>(1)</sup>
Common Stock											1,021	I	Sp Trustee 7 <sup>(1)</sup>
Common Stock											2,982	I	Sp Trustee 8 <sup>(1)</sup>
Common Stock											3,299	I	Sp Trustee 10 <sup>(1)</sup>
Common Stock											25,000	I	Sp Trustee 11 <sup>(1)</sup>
Common Stock											50,391	I	Trustee 1 <sup>(1)</sup>
Common Stock											49,555	I	Trustee 4 <sup>(1)</sup>
Common Stock											45,767	I	Trustee 5 <sup>(1)</sup>
Common Stock											66,627	I	Trustee 7 <sup>(1)</sup>
Common Stock											79,582	I	Trustee 8 <sup>(1)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					

## **Explanation of Responses:**

- 1. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- 2. Consists of 919,999 shares held by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 290,402 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 744,896 shares held by JWM Family Enterprises, L.P., and 47,500 shares held by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P. JWM Marriott, Jr., John W. Marriott, III, Deborah Marriott Harrison, Stephen Blake Marriott and David Sheets Marriott are each directors of JWM Family Enterprises, Inc.

## Remarks:

<u>/s/ Catherine Meeker,</u> <u>Attorney-In-Fact</u>
<u>03/28/2014</u>

\*\* Signature of Reporting Person Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.