Marriott Vacations Worldwide Corp

Form 4

December 23, 2011

### FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL
OMB
3235-0287

Check this box if no longer subject to

77 usimigeon, 2.0. 200 17

Number: 3235-0287 Expires: January 31,

subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Form 5 obligations may continue. *See* Instruction

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

2. Issuer Name and Ticker or Trading

Marriott Vacations Worldwide Corp

Symbol

1(b).

(Print or Type Responses)

MARRIOTT J W JR

1. Name and Address of Reporting Person \*

				Marriott Vacations Worldwide Corp [VAC]					Corp	(Check all applicable)			
(Last) (First) (Middle) 10400 FERNWOOD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/21/2011					DirectorX 10% Owner Officer (give titleX Other (specify below)					
				4. If Amendment, Date Original Filed(Month/Day/Year)						6. 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)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	3. Transa Code (Instr.	8)	4. Securities on Disposed (Instr. 3, 4)	d of (D	<b>)</b> )	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)	
	Common Stock	12/21/2011			G		315,080	D	\$0	206,488	I	Trustee 19 (1)	
	Common Stock	12/22/2011			M		100	A	\$ 10.82	288,407	D		
	Common Stock	12/22/2011			S		100	D	\$ 18.25	288,307	D		
	Common Stock									52,000	I	JWM-MAR 2010 GRAT	
	Common Stock									100,000	I	JWM-MAR 2011 GRAT	

### Edgar Filing: Marriott Vacations Worldwide Corp - Form 4

			<u>(1)</u>
Common Stock	1,082,798	I	JWMFE, Inc. (1) (2)
Common Stock	919,999	I	TPV, LP (1)
Common Stock	32,349	I	JWM Associates LP (1)
Common Stock	28,252	I	Spouse (1)
Common Stock	226,845	I	Sp Trustee 1
Common Stock	1,322	I	Sp Trustee 2
Common Stock	1,668	I	Sp Trustee 3
Common Stock	1,668	I	Sp Trustee 4
Common Stock	1,967	I	Sp Trustee 5
Common Stock	1,967	I	Sp Trustee 6
Common Stock	1,021	I	Sp Trustee 7
Common Stock	50,391	I	Trustee 1 (1)
Common Stock	75,080	I	Trustee 2 (1)
Common Stock	43,111	I	Trustee 3 (1)
Common Stock	49,555	I	Trustee 4 (1)
Common Stock	80,767	I	Trustee 5 (1)
Common Stock	58,752	I	Trustee 6 (1)
Common Stock	66,627	I	Trustee 7 (1)
Common Stock	79,582	I	Trustee 8 (1)
	1,700	I	

Common Trustee 17 Stock (1)

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. 5. Number Transactionof Code Derivative (Instr. 8) 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. Pri Deriv Secur (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 10.82	12/22/2011	M	100	<u>(4)</u>	02/19/2012	Common Stock	100	\$

### **Reporting Owners**

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817

X 13D Group Owning More Than 10%

### **Signatures**

/s/ Catherine Meeker, Attorney-In-Fact

\*\*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 reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

Reporting Owners 3

#### Edgar Filing: Marriott Vacations Worldwide Corp - Form 4

- Represents shares held by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family (2) Enterprises, L.P. J.W. Marriott, Jr., John W. Marriott, III. Deborah Marriott Harrison, Stephen Garff Marriott and David Sheets Marriott
- (2) Enterprises, L.P. J.W. Marriott, Jr., John W. Marriott, III, Deborah Marriott Harrison, Stephen Garff Marriott and David Sheets Marriott are each shareholders of JWM Family Enterprises, Inc.
- (3) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
  - Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution provisions of an award granted to the reporting person under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially
- (4) the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the legal and structural separation of the issuer from Marriott International, Inc. (the "Spin-Off")) and is fully vested based on service prior to the Spin-Off.

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.