

Marriott Vacations Worldwide Corp  
 Form 4  
 December 23, 2011

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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**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 J W JR**

2. Issuer Name and Ticker or Trading Symbol  
**Marriott Vacations Worldwide Corp [VAC]**

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)  
**12/21/2011**

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 13D Group Owning More Than 10%

**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)
Common Stock	12/21/2011		G	V 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 (1)
Common Stock					100,000	I	JWM-MAR 2011 GRAT

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



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Represents shares held by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family 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 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.

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