

MARRIOTT RICHARD E
Form 4
December 27, 2011

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 RICHARD E

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)
12/23/2011

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	12/23/2011		S		85,185	D	17.38 <u>(1)</u>	165,151	I	First Media LP <u>(2)</u>
Common Stock	12/27/2011		S		31,128	D	17.15 <u>(3)</u>	134,023	I	First Media LP <u>(2)</u>
Common Stock								729,463	D	
Common Stock								91,857	I	GRAT II
Common Stock								90,487	I	GRAT III

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Common Stock			
Common Stock	445,701	I	GRAT IV
Common Stock	500,000	I	GRAT V
Common Stock	186,550	I	2011 CLAT
Common Stock	254	I	1996 Insurance Trust
Common Stock	28,326	I	Spouse ⁽²⁾
Common Stock	147,280	I	Spouse Trustee ⁽²⁾
Common Stock	50,391	I	Trustee 1 ⁽²⁾
Common Stock	75,080	I	Trustee 2 ⁽²⁾
Common Stock	43,111	I	Trustee 3 ⁽²⁾
Common Stock	49,555	I	Trustee 4 ⁽²⁾
Common Stock	80,767	I	Trustee 5 ⁽²⁾
Common Stock	58,752	I	Trustee 6 ⁽²⁾
Common Stock	66,627	I	Trustee 7 ⁽²⁾
Common Stock	79,582	I	Trustee 8 ⁽²⁾
Common Stock	1,700	I	Trustee 17 ⁽²⁾
Common Stock	206,488	I	Trustee 19 ⁽²⁾

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

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 9 columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities Acquired (A) or Disposed of (D), 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities, 8. Price of Derivative Security, 9. Number of Derivative Securities. Includes sub-headers for Date Exercisable and Expiration Date, and Title and Amount of Underlying Securities.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address and Relationships. Relationships sub-columns: Director, 10% Owner, Officer, Other. Entry for MARRIOTT RICHARD E with 10% Owner relationship marked 'X'.

Signatures

/s/ Catherine Meeker, Attorney-In-Fact, 12/27/2011. Includes legend: **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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.00 to \$17.61...
(2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.01 to \$17.24...

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