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MARRIOTT RICHARD E

Form 4

December 30, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

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)

1. Name and Address of Reporting Person *

MARRIOTT RICHARD E

| | | | | [VAC] | | | | (Check an applicable) | | | |
|---|--------------------------------------|--------------------------------------|---|-------|--|---|--------|--|--|--|---|
| (Last) (First) (Middle) 10400 FERNWOOD ROAD | | | 3. Date of Earliest Transaction (Month/Day/Year) 12/29/2011 | | | | | Director Officer (give below) | e titleOth | % Owner er (specify | |
| | | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | |
| BETHESDA, MD 20817 | | | | | | | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| | (City) | (State) | (Zip) | Tabl | le I - Non-l | Derivative | Secur | ities Acq | uired, Disposed o | f, or Beneficia | lly Owned |
| | 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Year | Execution any | | 3. Transactic Code (Instr. 8) | 4. Securit on(A) or Di (Instr. 3, | sposed | l of (D) 5) Price | 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 | 12/29/2011 | | | S | 45,613 | D | \$ 17.11 (1) | 0 | I | First Media LP |
| | Common Stock | | | | | | | | 729,463 | D | |
| | Common Stock | | | | | | | | 91,857 | I | GRAT II |
| | Common Stock | | | | | | | | 90,487 | I | GRAT III |
| | Common Stock | | | | | | | | 445,701 | I | GRAT IV |
| | | | | | | | | | | | |

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| Common | 500,000 | I | GRAT V |
|-----------------|---------|---|----------------------------|
| Stock | , | | |
| 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 |
| Common Stock | 75,080 | I | Trustee 2 |
| Common Stock | 43,111 | I | Trustee 3 |
| Common Stock | 49,555 | I | Trustee 4 |
| 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.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exercisable and | 7. Title and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-----------|-----------|-------------------------|--------------|-------------|-------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | ionNumber | Expiration Date | Amount of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/Year) | Underlying | Security | Secur |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. | 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | Secur (Instr | ities . 3 and 4) | (Instr. 5) | |
|------------|------------------------------|------------------|---------|----|--|-----|---------------------|--------------------|------------------|--|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| MARRIOTT RICHARD E | | | | | | | | |
| 10400 FERNWOOD ROAD | | X | | | | | | |
| BETHESDA, MD 20817 | | | | | | | | |

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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.05 to \$17.19. The reporting person undertakes to provide to Marriott Vacations Worldwide Corporation, any security holder of Marriott Vacations Worldwide Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.
- (2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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

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Reporting Owners 3