

MARRIOTT VACATIONS WORLDWIDE Corp

Form 4

February 20, 2014

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marriott David S

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)
12/10/2013

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) 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)
X 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/10/2013		G	V 3,430 D \$ 0	56,266.9	D	
Restricted Stock Units	02/15/2014		M	V 553.8 D \$ 0	229.6	D	
Common Stock	02/15/2014		M	V 553.8 A \$ 0	56,820.7	D	
Common Stock	02/18/2014		F	202 D \$ 50.43	56,618.7	D	
Common Stock					533	I	Spouse ⁽¹⁾

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Common Stock	2,002,797	I	JWMFE (1) (2)
Common Stock	3,224	I	Trustee 1 of Trust f/b/o his child (1)
Common Stock	1,987	I	Trustee 2 of Trust f/b/o his child (1)
Common Stock	1,199	I	Trustee 3 of Trust f/b/o his child (1)
Common Stock	446	I	Trustee 4 of Trust f/b/o his child (1)
Common Stock	25,000	I	Trustee 5 (1)

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

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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)	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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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 David S 10400 FERNWOOD ROAD BETHESDA, MD 20817				13D Group Owning More Than 10%

Signatures

/s/ Catherine Meeker,
Attorney-In-Fact

02/20/2014

__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.

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

(2) 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. J.W. 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:

The reporting person has not been subject to Section 16 reporting obligations since September 30, 2013.

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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