

O'Donnell James C.
 Form 4
 October 01, 2018

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 *
 O'Donnell James C.

2. Issuer Name and Ticker or Trading Symbol
 VAIL RESORTS INC [MTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 390 INTERLOCKEN CRESCENT
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/27/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, Hospitality, Retail & RE

BROOMFIELD, CO 80021

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 09/27/2018 | | M | 380 ⁽¹⁾ A | \$ 0 | 5,612 | D |
| Common Stock | 09/27/2018 | | F | 168 ⁽²⁾ D | \$ 286.13 | 5,444 | D |

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

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SEC 1474 (9-02)

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Share Unit | \$ 0 | 09/27/2018 | | M | 380 | (1) (1) | Common Stock 380 |
| Restricted Share Unit | \$ 0 | 09/27/2018 | | A | 1,482 | (3) (3) | Common Stock 1,482 |
| Share Appreciation Right | \$ 286.13 | 09/27/2018 | | A | 3,445 | (4) 09/27/2028 | Common Stock 3,445 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| O'Donnell James C. 390 INTERLOCKEN CRESCENT BROOMFIELD, CO 80021 | | | EVP, Hospitality, Retail & RE | |

Signatures

Emily S. Barbara, Attorney-in-Fact for James O'Donnell
10/01/2018

__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) On September 27, 2017, Reporting Person was granted 1,138 Restricted Share Units ("RSUs"), which vest in three equal annual installments beginning on September 27, 2018.
- (2) 168 shares of common stock were withheld from the issuance of common stock to Reporting Person upon vesting of RSUs in order to satisfy the Reporting Person's obligations for payment of withholding and other taxes due in connection therewith.
- (3) On September 27, 2018, Reporting Person was granted 1,482 RSUs, which vest in three equal annual installments beginning on September 27, 2019.
- (4) On September 27, 2018, Reporting Person was granted 3,445 Share Appreciation Rights, which vest in three equal annual installments beginning on September 27, 2019.

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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