

MARRIOTT RICHARD E
Form 4
December 29, 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 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)
12/28/2011

____ Director
____ Officer (give title below)
__X__ 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)
__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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 12/28/2011 | | S | 88,410 D 17.15 (1) | 45,613 | I | First Media LP (2) |
| 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 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.

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.

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

