Marriott Vacations Worldwide Corp

Form 4

Common

Common

Common

Stock

Stock

Stock

December 28, 2012

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMEN  STATEMEN  STATEMEN  Filed pursuan Section 17(a) of	NERSHIP OF Es	OMB APPROVAL  MB January 31, 2005 Stimated average Irden hours per Sponse  0.5			
(Print or Type Responses)					
Name and Address of Reporting Perso     MARRIOTT J W JR	2. Issuer Name and Ticker or Trading Symbol Marriott Vacations Worldwide Corp [VAC]	5. Relationship of Repolissuer  (Check all a			
(Last) (First) (Middle 10400 FERNWOOD ROAD	3. Date of Earliest Transaction (Month/Day/Year) 12/26/2012		_X 10% Owner _X Other (specify below) ng More Than 10%		
(Street) 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 Ac	quired. Disposed of, or F	Reneficially Owned		
(Instr. 3) any	Deemed 3. 4. Securities Acquired ution Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)  tth/Day/Year) (Instr. 8)  (A) or Code V Amount (D) Price	5. Amount of Securities Owner Beneficially Form: Owned Direct Following or Indi Reported (I) Transaction(s) (Instr. 3 and 4)	7. Nature of ership Indirect : Beneficial t (D) Ownership lirect (Instr. 4)		
Common Stock 12/26/2012	S 5,000 D \$9.25	2,982 I	Sp Trustee 8 (2) (3)		

(1)

306,946.6

100,000

1,082,798

919,999

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JWM-MAR

2011 GRAT

JWMFE,

Inc. (2) (4)

(2)

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Common Stock			TPV, LP (2) (5)
Common Stock	32,349	I	JWM Associates LP (2)
Common Stock	28,252	I	Spouse (2)
Common Stock	199,144	I	Sp Trustee 1
Common Stock	1,322	I	Sp Trustee 2
Common Stock	833	I	Sp Trustee 4
Common Stock	1,967	I	Sp Trustee 5
Common Stock	1,967	I	Sp Trustee 6
Common Stock	1,021	I	Sp Trustee 7
Common Stock	3,299	I	Sp Trustee 10 (2) (3)
Common Stock	50,391	I	Trustee 1 (2)
Common Stock	49,555	I	Trustee 4 (2)
Common Stock	45,767	I	Trustee 5 (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	32,488	I	Trustee 19 (2)

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address		Relationships	•

Director 10% Owner Officer Other

MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817

X 13D Group Owning More Than 10%

# **Signatures**

/s/ Catherine Meeker, Attorney-In-Fact

12/28/2012

\*\*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 \$38.75
- to \$39.50. 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.
- (3) This holding was inadvertently ommitted from the reporting person's prior Forms 4.
- Represents shares held by 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 Garff Marriott and David Sheets Marriott are each shareholders of JWM Family Enterprises, Inc.
- (5) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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