

KATZ ROBERT A
Form 4
September 24, 2012

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 *
KATZ ROBERT A

(Last) (First) (Middle)

C/O VAIL RESORTS, INC., 390 INTERLOCKEN CRESCENT

(Street)

BROOMFIELD, CO 80021

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/20/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Exec. Officer & Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 | 09/20/2012 | | M | 3,482 (1) A \$ 0 | 142,743 | D | |
| Common Stock | 09/21/2012 | | M | 3,356 (2) A \$ 0 | 146,099 | D | |
| Common Stock | 09/22/2012 | | M | 1,118 (3) A \$ 0 | 147,217 | D | |
| Common Stock | 09/22/2012 | | M | 2,866 (4) A \$ 0 | 150,083 | D | |

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

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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Share Unit | \$ 0 | 09/20/2012 | | M | 3,482 | 09/20/2012 ⁽¹⁾ 09/20/2012 ⁽¹⁾ | Common Stock | 3,482 |
| Restricted Share Unit | \$ 0 | 09/21/2012 | | M | 3,356 | 09/21/2012 ⁽²⁾ 09/21/2012 ⁽²⁾ | Common Stock | 3,356 |
| Restricted Share Unit | \$ 0 | 09/22/2012 | | M | 1,118 | 09/22/2012 ⁽³⁾ 09/22/2012 ⁽³⁾ | Common Stock | 1,118 |
| Restricted Share Unit | \$ 0 | 09/22/2012 | | M | 2,866 | 09/22/2012 ⁽⁴⁾ 09/22/2012 ⁽⁴⁾ | Common Stock | 2,866 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KATZ ROBERT A C/O VAIL RESORTS, INC. 390 INTERLOCKEN CRESCENT BROOMFIELD, CO 80021 | X | | Chief Exec. Officer & Chairman | |

Signatures

Adam Averbach by Power of Attorney 09/24/2012

__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).

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- (1) On September 20, 2011, Reporting Person was granted 10,444 Restricted Share Units which vest in three equal annual installments commencing on the first anniversary of the grant date.
- (2) On September 21, 2010, Reporting Person was granted 10,070 Restricted Share Units which vest in three equal annual installments commencing on the first anniversary of the grant date.
- (3) On September 22, 2009, Reporting Person was granted 3,355 Restricted Share Units which vest in three equal annual installments commencing on the first anniversary of the grant date.
- (4) On September 22, 2009, Reporting Person was granted 8,599 Restricted Share Units which vest in three equal annual installments commencing on the first anniversary of the grant date.

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.