

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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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 *
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)
				(A) or (D) Code V Amount (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 <u>(2)</u>
Common Stock		147,280	I	Spouse Trustee <u>(2)</u>
Common Stock		50,391	I	Trustee 1 <u>(2)</u>
Common Stock		75,080	I	Trustee 2 <u>(2)</u>
Common Stock		43,111	I	Trustee 3 <u>(2)</u>
Common Stock		49,555	I	Trustee 4 <u>(2)</u>
Common Stock		80,767	I	Trustee 5 <u>(2)</u>
Common Stock		58,752	I	Trustee 6 <u>(2)</u>
Common Stock		66,627	I	Trustee 7 <u>(2)</u>
Common Stock		79,582	I	Trustee 8 <u>(2)</u>
Common Stock		1,700	I	Trustee 17 <u>(2)</u>
Common Stock		206,488	I	Trustee 19 <u>(2)</u>

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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(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	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
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene- ficial Own- er	Follo- wing Repo- sition- ing (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 RICHARD E 10400 FERNWOOD ROAD BETHESDA, MD 20817		X		

Signatures

/s/ Catherine Meeker, Attorney-In-Fact	12/29/2011
**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.01 to \$17.19. 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.

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.