

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

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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