

Harrison Deborah Marriott
 Form 4
 November 30, 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 *
 Harrison Deborah Marriott

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)
 6649 WESTWOOD BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/30/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
 13D Group Owning More Than 10%

ORLANDO, FL 32821

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
Common Stock				(A) or (D)	6,837 ⁽¹⁾	D	
Common Stock				(A) or (D)	38,500 ⁽¹⁾	I	By 2011 GRAT ⁽²⁾
Common Stock				(A) or (D)	80,767 ⁽¹⁾	I	By 1965 Trusts ⁽²⁾
Common Stock				(A) or (D)	69,586 ⁽¹⁾	I	By 1974 Trusts ⁽²⁾
Common Stock				(A) or (D)	8,920 ⁽¹⁾	I	By Spouse ⁽²⁾

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Common Stock	1,082,798 <u>(1)</u>	I	By JWMFE Inc. <u>(2)</u> <u>(3)</u>
Common Stock	919,999 <u>(1)</u>	I	By TVP, LP <u>(2)</u> <u>(4)</u>
Common Stock	1,917 <u>(1)</u>	I	By Trustee 2
Common Stock	898 <u>(1)</u>	I	By Trustee 4
Common Stock	8,762 <u>(1)</u>	I	By Trustee 5
Common Stock	6,197 <u>(1)</u>	I	By Trustee 6
Common Stock	6,791 <u>(1)</u>	I	By Trustee 7
Common Stock	6,558 <u>(1)</u>	I	By Trustee 8
Common Stock	5,873 <u>(1)</u>	I	By Trustee 9
Common Stock	361 <u>(1)</u>	I	By Trustee 10
Common Stock	141 <u>(1)</u>	I	By Trustee 11
Restricted Stock Units	49.3 <u>(1)</u> <u>(5)</u>	D	
Restricted Stock Units	127.6 <u>(1)</u> <u>(5)</u>	D	
Restricted Stock Units	278.1 <u>(1)</u> <u>(5)</u>	D	
Restricted Stock Units	245.2 <u>(1)</u> <u>(5)</u>	D	
Deferred Bonus Stock	9.7 <u>(1)</u> <u>(6)</u>	I	By Spouse
Deferred Bonus Stock	10.8 <u>(1)</u> <u>(6)</u>	I	By Spouse
Restricted Stock Units	100 <u>(1)</u> <u>(7)</u>	I	By Spouse
Restricted Stock Units	150.4 <u>(1)</u> <u>(5)</u>	I	By Spouse
Restricted Stock Units	208.5 <u>(1)</u> <u>(5)</u>	I	By Spouse

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Restricted
Stock Units

367.6 (1) (5) I

By Spouse

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

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SEC 1474
(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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Appreciation Right	<u>(8)</u>					<u>(5)</u> 02/19/2018	Common Stock	1,283
Stock Appreciation Right	<u>(8)</u>					<u>(5)</u> 08/07/2018	Common Stock	795
Stock Appreciation Right	<u>(8)</u>					<u>(5)</u> 02/16/2020	Common Stock	726
Stock Appreciation Right	<u>(8)</u>					<u>(5)</u> 02/17/2021	Common Stock	951
Stock Option (Right to Buy)	<u>(8)</u>					<u>(9)</u> 11/06/2012	Common Stock	462
Stock Option (Right to Buy)	<u>(8)</u>					<u>(9)</u> 11/06/2012	Common Stock	462
Stock Option (Right to Buy)	<u>(8)</u>					<u>(9)</u> 11/05/2013	Common Stock	1,200

Stock Option (Right to Buy)	(8)	(9)	11/04/2014	Common Stock	1,000
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison Deborah Marriott 6649 WESTWOOD BLVD. ORLANDO, FL 32821	X			13D Group Owning More Than 10%

Signatures

/s/ Catherine Meeker, Attorney-In-Fact	11/30/2011
<u> </u> 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).
- This Form 4 is being filed voluntarily to report the reporting person's holdings of the issuer's securities following the legal and structural separation of the issuer from Marriott International, Inc. (the "Spin-Off"). All holdings were acquired in the Spin-Off as a result of
- (1) holdings of Marriott International, Inc. in transactions that are exempt pursuant to Rule 16a-9 and that were approved by the issuer's Board of Directors.
 - (2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - (3) Represents shares held by JWM Family Enterprises, L.P. JWM Marriott Enterprises, Inc. is the sole general partner of the 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.
 - (4) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
 - (5) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution provisions of an award granted to either the reporting person or her spouse under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.
 - (6) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution provisions of an award granted to the reporting person's spouse under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests pro rata following the date such Marriott International, Inc. award was initially granted until the reporting person reaches the age of sixty-five.
 - (7) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution provisions of an award granted to the reporting person's spouse under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests in five equal installments over the five-year period following the date such Marriott International, Inc. award was initially granted.
 - (8) The adjusted exercise price has not been determined as of the date of this filing.
 - (9) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution provisions of an award granted to the reporting person's spouse under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has

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substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and is fully vested based on service prior to the Spin-Off.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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