SHAW WILLIAM JOSEPH

Form 4/A

December 19, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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3235-0287

January 31, 2005

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHAW WILLIAM JOSEPH

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

Marriott Vacations Worldwide Corp

(Check all applicable)

[VAC]

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director 10% Owner Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Month/Day/Year)

11/30/2011

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person 11/30/2011 _ Form filed by More than One Reporting

Person

below)

ORLANDO, FL 32821

6649 WESTWOOD BLVD.

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 8)

Following Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Exercisable and
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date
Security	or Exercise		any	Code	of	(Month/Day/Year)

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7. Title and Amount of 8

Underlying Securities

(Instr. 3 and 4)

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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)			(
			Code V	(A) (D) Date Exercisable	Expiration e Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 20.41			<u>(1)</u>	07/01/2016	Common Stock	19,448
Stock Appreciation Right	\$ 8.42			<u>(1)</u>	07/01/2016	Common Stock	28,090
Stock Appreciation Right	\$ 15.5			<u>(1)</u>	07/01/2016	Common Stock	13,827
Stock Option (Right to Buy)	\$ 8.77			<u>(2)</u>	11/06/2012	Common Stock	9,907
Stock Option (Right to Buy)	\$ 8.91			<u>(2)</u>	11/06/2012	Common Stock	9,907
Stock Option (Right to Buy)	\$ 8.1			<u>(2)</u>	11/05/2013	Common Stock	26,400
Stock Option (Right to Buy)	\$ 9.52			<u>(2)</u>	11/04/2014	Common Stock	25,000
Stock Option (Right to Buy)	\$ 10.82			<u>(2)</u>	02/19/2012	Common Stock	35,000
Stock Option (Right to Buy)	\$ 8.68			(2)	02/06/2013	Common Stock	50,000
Stock Option (Right to Buy)	\$ 13.1			(2)	02/05/2014	Common Stock	29,648
Stock Option (Right to Buy)	\$ 18.47			<u>(2)</u>	02/10/2015	Common Stock	11,060

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

SHAW WILLIAM JOSEPH
6649 WESTWOOD BLVD. X

ORLANDO, FL 32821

Signatures

/s/ Catherine Meeker, Attorney-In-Fact

**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).
 - 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 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
- (1) 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.
 - 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 under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has
- (2) 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.

Remarks:

This amended Form 4 is being filed solely to add the exercise prices of the reporting person's derivative securities disclosed or 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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