Marriott Vacations Worldwide Corp

Form 4

November 05, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Symbol

OMB APPROVAL

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

Check this box if no longer

Washington, D.C. 20549

Number: 3235-0287

January 31,

if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires. 2005
Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Marriott Vacations Worldwide Corp

1(b).

(Print or Type Responses)

MARRIOTT J W JR

1. Name and Address of Reporting Person *

		[VA	C]				(Check an applicable)		
(Last) (First) (Middle) 10400 FERNWOOD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 11/01/2012				DirectorX 10% Owner Officer (give titleX Other (specify below)		
(Street) 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)	able I - Non	-Derivative	Secur	ities Acqu	uired, Disposed o	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Code	4. Securitie onor Dispose (Instr. 3, 4	d of (I	O)	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)
Common Stock	11/01/2012		G V	121,760	D	\$ 0	214,546.6	D	
Common Stock	11/01/2012		S	10,600	D	\$ 39.31 (1)	32,511	I	Trustee 3 (2)
Common Stock	11/02/2012		S	1,502	D	\$ 39.33 (3) \$	31,009	I	Trustee 3 (2)
Common Stock	11/02/2012		S	3,709	D	38.56 (4)	27,300	I	Trustee 3 (2)

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Common Stock	11/02/2012	M	28,100	A	\$ 8.68	242,646.6	D	
Common Stock	11/02/2012	S	3,100	D	\$ 39.24 (5)	239,546.6	D	
Common Stock						100,000	I	JWM-MAR 2011 GRAT
Common Stock						1,082,798	I	JWMFE, Inc. (2) (6)
Common Stock						919,999	I	TPV, LP (2)
Common Stock						32,349	I	JWM Associates LP (2)
Common Stock						28,252	I	Spouse (2)
Common Stock						199,145	I	Sp Trustee 1
Common Stock						1,322	I	Sp Trustee 2
Common Stock						833	I	Sp Trustee 4
Common Stock						1,967	I	Sp Trustee 5
Common Stock						1,967	I	Sp Trustee 6
Common Stock						1,021	I	Sp Trustee 7
Common Stock						50,391	I	Trustee 1 (2)
Common Stock						49,555	I	Trustee 4 (2)
Common Stock						80,767	I	Trustee 5 (2)
Common Stock						58,752	I	Trustee 6 (2)
Common Stock						66,627	I	Trustee 7 (2)
Common Stock						79,582	I	Trustee 8 (2)

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Common Stock	1,700	I	Trustee 17 (2)
Common Stock	32,488	I	Trustee 19 (2)

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 required to respond unless the form displays a currently valid OMB control number.

(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 8.68	11/02/2012		M	28,100	<u>(8)</u>	02/06/2013	Common Stock	28,100

Relationships

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817		X		13D Group Owning More Than 10%			

Signatures

/s/ Catherine Meeker, 11/05/2012 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).

(1)

Reporting Owners 3

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The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.20 to \$39.47. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.12 to \$39.49. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.10 to \$39.08. 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.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.00 to \$39.40. 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.
- Represents shares held by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family (6) 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.
- (7) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
 - Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution provisions of an award granted to the reporting person under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially
- (8) the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the legal and structural separation of the issuer from Marriott International, Inc. (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. 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.