Harrison Deborah Marriott Form 4

November 08, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or 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

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

Harrison Deborah Marriott			Symbol		ons Worldwide Corp	Issuer (Check all applicable)				
	(Last)	` , , ` `	Middle)		f Earliest T Day/Year)	Fransaction	X Director Officer (g	tive title X below		
6649 WESTWOOD BLVD.			11/06/2	012		13D Group Owning More Than 10%				
(Street)				4. If Ame	endment, D	ate Original	6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)			Applicable Line)			
ORLANDO, FL 32821							_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative Securities Ac	quired, Disposed	d of, or Benefi	icially Owned	
	1.Title of	2. Transaction Date	2A. Deem	ed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of	
	Security	(Month/Day/Year)	Execution	Date, if	Transactio	or(A) or Disposed of	Securities	Ownership	Indirect	
	(Instr. 3)		any		Code	(D)	Beneficially	Form:	Beneficial	

(City)	(State)	Tab	le I - Non-l	Derivative	Secu	rities A	cquired, Dispose	d of, or Benefi	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	ctior(A) or Disposed of (D) 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	11/06/2012		M	462	A	\$ 8.77	9,805.5	I	By Spouse (1)
Common Stock	11/06/2012		M	462	A	\$ 8.91	10,267.5	I	By Spouse (1)
Common Stock	11/06/2012		F	457	D	\$ 38.7	9,810.5	I	By Spouse (1)
Common Stock							8,149.1	D	
Common Stock							38,500	I	By 2011 GRAT (1)

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Common		_	By 1965
Stock	80,767	I	Trusts (1)
Common Stock	69,586	I	By 1974 Trusts (1)
Common Stock	1,082,798	I	By JWMFE, Inc. (1) (2)
Common Stock	919,999	I	By TVP, LP (1) (3)
Common Stock	8,114	I	By MCH Investments, LLC (1) (4)
Common Stock	898	I	By Trustee 4
Common Stock	8,762	I	By SMH Investments, LLC (1) (5)
Common Stock	6,791	I	By Trustee 7
Common Stock	6,558	I	By Trustee 8
Common Stock	5,873	I	By Trustee 9
Common Stock	361	I	By Trustee 10
Common Stock	141	I	By Trustee 11

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pri
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Derivative	(Month/Day/Year)	(Instr. 3 and 4)	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			(Instr
	Derivative				Acquired			
	Security				(A) or			
					Disposed			
					of (D)			
					(Instr. 3, 4,			

and 5)

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			Code V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (Right to Buy)	\$ 8.77	11/06/2012	M	462	<u>(6)</u>	11/06/2012	Common Stock	462
Stock Options (Right to	\$ 8.91	11/06/2012	M	462	<u>(6)</u>	11/06/2012	Common Stock	462

Reporting Owners

Reporting Owner Name / Address	Relationships						
rioporting of more runner requires	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

**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 reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- Represents shares held by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family (2) 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.
- (3) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
- (4) Deborah Marriott Harrison and her spouse are managers of MCH Investments, LLC and trustees of the trusts which are the economic members of MCH Investments, LLC.
- (5) Deborah Marriott Harrison and her spouse are managers of SMH Investments, LLC and trustees of the trust which is the economic member of SMH Investments, LLC.
 - 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'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
- (6) 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 legal and structural separation of Marriott Vacations Worldwide Corporation 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.

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