

Marriott Vacations Worldwide Corp
Form 4
December 17, 2012

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARRIOTT J W JR

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)
12/13/2012

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

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 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	12/13/2012		S		30,852	D	\$ 39.77 (1)	27,900 I Trustee 6 (2)
Common Stock	12/14/2012		S		27,900	D	\$ 39.78 (3)	0 I Trustee 6 (2)
Common Stock								306,946.6 D
Common Stock								100,000 I JWM-MAR 2011 GRAT (2)

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Common Stock	1,082,798	I	JWMFE, Inc. <u>(2)</u> <u>(4)</u>
Common Stock	919,999	I	TPV, LP <u>(2)</u> <u>(5)</u>
Common Stock	32,349	I	JWM Associates LP <u>(2)</u>
Common Stock	28,252	I	Spouse <u>(2)</u>
Common Stock	199,145	I	Sp Trustee 1 <u>(2)</u>
Common Stock	1,322	I	Sp Trustee 2 <u>(2)</u>
Common Stock	833	I	Sp Trustee 4 <u>(2)</u>
Common Stock	1,967	I	Sp Trustee 5 <u>(2)</u>
Common Stock	1,967	I	Sp Trustee 6 <u>(2)</u>
Common Stock	1,021	I	Sp Trustee 7 <u>(2)</u>
Common Stock	50,391	I	Trustee 1 <u>(2)</u>
Common Stock	49,555	I	Trustee 4 <u>(2)</u>
Common Stock	45,767	I	Trustee 5 <u>(2)</u>
Common Stock	66,627	I	Trustee 7 <u>(2)</u>
Common Stock	79,582	I	Trustee 8 <u>(2)</u>
Common Stock	1,700	I	Trustee 17 <u>(2)</u>
Common Stock	32,488	I	Trustee 19 <u>(2)</u>

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

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SEC 1474
(9-02)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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,
Attorney-In-Fact 12/17/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.70 to \$39.95. 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$39.70 to \$39.82. 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.

(4) Represents shares held by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of 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.

(5) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.

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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