### MARRIOTT RICHARD E

Form 4 March 22, 2012

# FORM 4

### 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,

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**OMB APPROVAL** 

burden hours per response...

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).

Common

Stock

03/22/2012

(Print or Type Responses)

1 Name and Address of Departing De

1. Name and Address of Reporting Person * MARRIOTT RICHARD E			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) 10400 FEF	(First) (S	Middle)		Day/Yea	helow) helow)					% Owner er (specify		
BETHESE	(Street) DA, MD 20817		4. If Am Filed(Mo			ate Original r)		- -	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)	Tab	ole I - N	on-l	Derivative S	ecurit	ies Acqu	ired, Disposed of	, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	Code (Instr.	8)	4. Securitie onor Disposed (Instr. 3, 4 a	(A) or	9)	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	03/19/2012			Code	V V	Amount 186,550	(D)	Price \$ 0	0	I	2011 CLAT	
Common Stock	03/20/2012			S		50,200	D	\$ 26.49 (1)	679,263	D		
Common Stock	03/21/2012			S		128,989	D	\$ 26.45 (2)	550,274	D		

S

70,811

\$

(3)

26.23 479,463

D

D

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Common Stock	91,857	I	GRAT II
Common Stock	90,487	I	GRAT III
Common Stock	445,701	I	GRAT IV
Common Stock	500,000	I	GRAT V
Common Stock	254	I	1996 Insurance Trust
Common Stock	28,326	I	Spouse (4)
Common Stock	147,280	I	Spouse Trustee (4)
Common Stock	50,391	I	Trustee 1
Common Stock	75,080	I	Trustee 2 (4)
Common Stock	43,111	I	Trustee 3 (4)
Common Stock	49,555	I	Trustee 4 (4)
Common Stock	80,767	I	Trustee 5 (4)
Common Stock	58,752	I	Trustee 6 (4)
Common Stock	66,627	I	Trustee 7 (4)
Common Stock	79,582	I	Trustee 8 (4)
Common Stock	1,700	I	Trustee 17 (4)
Common Stock	206,488	I	Trustee 19 (4)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date		Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
MARRIOTT RICHARD E 10400 FERNWOOD ROAD BETHESDA, MD 20817		X					

## **Signatures**

/s/ Catherine Meeker, 03/22/2012 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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$26.20 to \$26.71. 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 \$26.07 to \$26.62. 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 \$26.04 to \$26.61. 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) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. 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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