

MARRIOTT VACATIONS WORLDWIDE Corp
Form SC 13G/A
February 12, 2014

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Marriott Vacations Worldwide Corporation
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

57164Y 10 7
(CUSIP Number)

Stephanie M. Loughlin, Esq.
Venable, LLP
575 7th Street, NW

Washington, D.C. 20004 (202) 344-4000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 31, 2013

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 57164Y 10 7

13G

Page 1 of 4 Pages

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Richard E. Marriott

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(see instructions)
 - (a)
 - (b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

| | |
|---------------------|-----------------------------|
| | 5. SOLE VOTING POWER |
| | 1,609,207 |
| NUMBER OF SHARES | 6. SHARED VOTING POWER |
| BENEFICIALLY | 1,667,604 |
| OWNED BY | 7. SOLE DISPOSITIVE POWER |
| EACH | 1,609,207 |
| REPORTING | 8. SHARED DISPOSITIVE POWER |
| PERSON WITH | 1,667,604 |

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

3,276,811
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES
(see instructions)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.2% (see Item 4(b) below).
12. TYPE OF REPORTING PERSON (see instructions)

IN

CUSIP No. 57164Y 10 7

13G

Page 2 of 4 Pages

Item 1.

- (a) Name of Issuer
Marriott Vacations Worldwide Corporation
- (b) Address of Issuer's Principal Executive Offices
6649 Westwood Boulevard
Orlando, Florida 32821

Item 2.

- (a) Name of Person Filing
Richard E. Marriott
- (b) Address of the Principal Office or, if none, residence
c/o Host Hotels & Resorts, Inc.
10400 Fernwood Road
Bethesda, MD 20817
- (c) Citizenship
USA
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
57164Y 10 7

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).
 - (k) " Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____
-

CUSIP No. 57164Y 10 7

13G

Page 3 of 4 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 3,276,811 shares (see Item 6 below)
- (b) Percent of class:
Approximately 9.2% (based on the 35,627,026 shares of Marriott Vacations Worldwide Corporation common stock outstanding as of December 31, 2013, as reported by the transfer agent for Marriott Vacations Worldwide).
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 1,609,207
 - (ii) Shared power to vote or to direct the vote: 1,667,604
 - (iii) Sole power to dispose or to direct the disposition of 1,609,207
 - (iv) Shared power to dispose or to direct the disposition of 1,667,604

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Richard E. Marriott has sole investment and voting power over the following: (a) 1,607,507 shares held in two grantor retained annuity trusts and (b) 1,700 shares held by a trust established for the benefit of J.W. Marriott Jr., for which Richard E. Marriott serves as sole trustee. Richard E. Marriott shares investment and voting control over the following: (a) 291,922 shares held by trusts for the benefit of the children of Richard E. Marriott and his brother, J.W. Marriott, Jr., for which Richard E. Marriott and J.W. Marriott, Jr. serve as co-trustees; (b) 1,302,188 shares owned by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which J.W. Marriott, Jr., Richard E. Marriott, and certain of their children serve as co-trustees; (c) 28,326 shares owned by Richard E. Marriott's spouse (Mr. Marriott disclaims beneficial ownership of these shares); and (d) 45,168 shares owned by a trust for the benefit of one of Richard E. Marriott's children, for which his spouse serves as a co-trustee (Mr. Marriott disclaims beneficial ownership of these shares).

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable

CUSIP No. 57164Y 10 7

13G

Page 4 of 4 Pages

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuers of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 7,
2014
Date

/s/ Richard
E. Marriott
Signature

Richard E.
Marriott
Name/Title