

MARRIOTT RICHARD E

Form 4

November 05, 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 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) (First) (Middle)

10400 FERNWOOD ROAD

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/01/2012

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

BETHESDA, MD 20817

(City) (State) (Zip)

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

**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 (A) 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                    | 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)                                         |
| Common Stock                    |                                      |                                                    |                                |                                                                   |        |                  | 1,515,651                                                                                     | D                                                        |                                                       |

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|              |        |   |                           |
|--------------|--------|---|---------------------------|
| Common Stock | 91,857 | I | GRAT II                   |
| Common Stock | 254    | I | 1996 Insurance Trust      |
| Common Stock | 28,326 | I | Spouse <u>(2)</u>         |
| Common Stock | 89,527 | I | Spouse Trustee <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 | 80,767 | I | Trustee 5 <u>(2)</u>      |
| Common Stock | 58,752 | I | Trustee 6 <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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------|

|                | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|----------------|---------------------|--------------------|-------|----------------------------------------|
| Code V (A) (D) |                     |                    |       |                                        |

## Reporting Owners

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

## Signatures

|                                           |            |
|-------------------------------------------|------------|
| /s/ Catherine Meeker,<br>Attorney-In-Fact | 11/05/2012 |
| **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 \$39.20 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.

(3) 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.

(4) 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.

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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