

Marriott Stephen G
Form 4
August 30, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Marriott Stephen G

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)
08/28/2012

____ Director
____ Officer (give title below) 10% Owner
____ 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)
 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 (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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/28/2012 | | M | 2,010 A \$ 8.68 | 108,508.9 | D | |
| Common Stock | 08/28/2012 | | M | 462 A \$ 8.91 | 108,970.9 | D | |
| Common Stock | 08/28/2012 | | M | 462 A \$ 8.77 | 109,432.9 | D | |
| Common Stock | 08/28/2012 | | M | 1,488 A \$ 8.1 | 110,920.9 | D | |
| Common Stock | 08/28/2012 | | M | 1,440 A \$ 9.52 | 112,360.9 | D | |

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| 1. Title of 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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Title and Amount of Derivative Securities (Instr. 3 and 4) | |
|---------------------------------|--|--------------------------------------|--|--------------------------------|--|--|---|---|---|
| Common Stock | | 08/28/2012 | | S | 5,862 | D | \$ 31.73 106,498.9 | D | |
| Common Stock | | | | | | | 79,582 | I | 1965 Trusts ⁽²⁾ |
| Common Stock | | | | | | | 55,825 | I | 1974 Trusts ⁽²⁾ |
| Common Stock | | | | | | | 4,370 | I | Spouse ⁽²⁾ |
| Common Stock | | | | | | | 1,082,798 | I | JWMFE, Inc. ⁽²⁾ ⁽³⁾ |
| Common Stock | | | | | | | 919,999 | I | TPV, LP ⁽²⁾ ⁽⁴⁾ |
| Common Stock | | | | | | | 1,322 | I | Sp Trustee 1 for Trust f/b/o his child ⁽²⁾ |
| Common Stock | | | | | | | 833 | I | Sp Trustee 3 for Trust f/b/o his child ⁽²⁾ |
| Common Stock | | | | | | | 7,982 | I | Trustee 1 of Trust f/b/o his child ⁽²⁾ |
| Common Stock | | | | | | | 3,299 | I | Trustee 3 of Trust f/b/o his child ⁽²⁾ |

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

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(9-02)

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Title and Amount of Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|

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and 5)

| | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|-----------------------------|------|---|---------|------------|------------------|-----------------|-------|----------------------------|--------------|-------|
| Stock Option (Right to Buy) | | | \$ 8.68 | 08/28/2012 | M | 2,010 | (5) | 02/06/2013 | Common Stock | 2,010 |
| Stock Option (Right to Buy) | | | \$ 8.91 | 08/28/2012 | M | 462 | (5) | 11/06/2012 | Common Stock | 462 |
| Stock Option (Right to Buy) | | | \$ 8.77 | 08/28/2012 | M | 462 | (5) | 11/06/2012 | Common Stock | 462 |
| Stock Option (Right to Buy) | | | \$ 8.1 | 08/28/2012 | M | 1,488 | (5) | 11/05/2013 | Common Stock | 1,488 |
| Stock Option (Right to Buy) | | | \$ 9.52 | 08/28/2012 | M | 1,440 | (5) | 11/04/2014 | Common Stock | 1,440 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Marriott Stephen G 10400 FERNWOOD ROAD BETHESDA, MD 20817 | | | | 13D Group Owning More Than 10% |

Signatures

/s/ Catherine Meeker, 08/30/2012
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).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$31.71 to \$31.74. 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.

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- (2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
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.
- (3) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
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 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 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.
- (5)

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.