

MARRIOTT RICHARD E
 Form 4
 December 29, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
 OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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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 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)
 12/28/2011

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ 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)
				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	12/28/2011		S		88,410	D	First Media LP (2)
Common Stock							
Common Stock					729,463	D	
Common Stock					91,857	I	GRAT II
Common Stock					90,487	I	GRAT III
Common Stock					445,701	I	GRAT IV

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Common Stock			500,000	I	GRAT V
Common Stock			186,550	I	2011 CLAT
Common Stock			254	I	1996 Insurance Trust
Common Stock			28,326	I	Spouse ⁽²⁾
Common Stock			147,280	I	Spouse Trustee ⁽²⁾
Common Stock			50,391	I	Trustee 1 ⁽²⁾
Common Stock			75,080	I	Trustee 2 ⁽²⁾
Common Stock			43,111	I	Trustee 3 ⁽²⁾
Common Stock			49,555	I	Trustee 4 ⁽²⁾
Common Stock			80,767	I	Trustee 5 ⁽²⁾
Common Stock			58,752	I	Trustee 6 ⁽²⁾
Common Stock			66,627	I	Trustee 7 ⁽²⁾
Common Stock			79,582	I	Trustee 8 ⁽²⁾
Common Stock			1,700	I	Trustee 17 ⁽²⁾
Common Stock			206,488	I	Trustee 19 ⁽²⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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