Edgar Filing: MARRIOTT RICHARD E - Form 4

MARRIOTT RICHARD E

Form 4

December 30, 2011

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Washington, D.C. 20549

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

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

2. Issuer Name and Ticker or Trading

Marriott Vacations Worldwide Corp

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

MARRIOTT RICHARD E

				[VAC]				(Check an applicable)				
(Last) (First) (Middle) 10400 FERNWOOD ROAD			3. Date of Earliest Transaction (Month/Day/Year) 12/29/2011					Director Officer (give below)	e titleOth	% Owner er (specify		
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)			
BETHESDA, MD 20817									_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tabl	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed o	f, or Beneficia	lly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any		3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	l of (D) 5) Price	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	12/29/2011			S	45,613	D	\$ 17.11 (1)	0	I	First Media LP (2)	
	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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Commen			
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
Common Stock	75,080	I	Trustee 2
Common Stock	43,111	I	Trustee 3
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.

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

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Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)	
			Code	V	(A) ((D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

Signatures

/s/ Catherine Meeker, 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 \$17.05 to \$17.19. 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.

 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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