

Barkin Michael Z  
 Form 4  
 April 09, 2013

**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 \*  
 Barkin Michael Z

(Last) (First) (Middle)  
 390 INTERLOCKEN CRESCENT,  
 SUITE 1000  
 (Street)

BROOMFIELD, CO 80021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 VAIL RESORTS INC [MTN]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 04/08/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |   |

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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

## Edgar Filing: Barkin Michael Z - Form 4

| (Instr. 3)                     | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code | V | (A)   | (D) | Date Exercisable          | Expiration Date           | Title           |
|--------------------------------|------------------------------------|------------------|------------|---|------|---|-------|-----|---------------------------|---------------------------|-----------------|
| Restricted<br>Share Unit       | \$ 0                               | 04/08/2013       |            |   | A    |   | 366   |     | 04/08/2014 <sup>(1)</sup> | 04/08/2016 <sup>(1)</sup> | Common<br>Stock |
| Restricted<br>Share Unit       | \$ 0                               | 04/08/2013       |            |   | A    |   | 8,592 |     | 04/08/2016 <sup>(2)</sup> | 04/08/2016 <sup>(2)</sup> | Common<br>Stock |
| Share<br>Appreciation<br>Right | \$ 60.67                           | 04/08/2013       |            |   | A    |   | 3,651 |     | 04/08/2014 <sup>(3)</sup> | 04/08/2023 <sup>(3)</sup> | Common<br>Stock |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| Barkin Michael Z<br>390 INTERLOCKEN CRESCENT, SUITE 1000<br>BROOMFIELD, CO 80021 |               |           | EVP & Chief<br>Financial<br>Officer |       |

## Signatures

|  |            |
|--|------------|
| Adam Averbach, Attorney-in-fact for Michael Z.<br>Barkin | 04/09/2013 |
| **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) On April 8, 2013, Reporting Person was granted 366 Restricted Share Units which vest in three equal annual installments commencing on the first anniversary of the grant date.
- (2) On April 8, 2013, Reporting Person was granted 8,592 Restricted Share Units which cliff vest on the third anniversary of the grant date.
- (3) On April 8, 2013, Reporting Person was granted 3,651 Share Appreciation Rights which vest in three equal annual installments commencing on the first anniversary of the grant date and expire 10 years from the grant date.

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.