Harrison Deborah Marriott Form 4

November 30, 2011

Common

Common

Common

Stock

Stock

Stock

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Harrison Deborah Marriott Issuer Symbol Marriott Vacations Worldwide Corp (Check all applicable) [VAC] 3. Date of Earliest Transaction (Last) (First) (Middle) _X__ Director 10% Owner Officer (give title __X_ Other (specify (Month/Day/Year) below) below) 6649 WESTWOOD BLVD. 11/30/2011 13D Group Owning More Than 10% (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting ORLANDO, FL 32821 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price Common $6,837 \frac{(1)}{2}$ D Stock Common By 2011 $38,500^{(1)}$ I Stock GRAT (2)

By 1965

Trusts (2)
By 1974

Trusts (2)

By Spouse

(2)

80,767 (1)

69,586 (1)

 $8,920^{(1)}$

I

I

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Common Stock	1,082,798 (1)	I	By JWMFE Inc. (2) (3)
Common Stock	919,999 (1)	I	By TVP, LP (2) (4)
Common Stock	1,917 <u>(1)</u>	I	By Trustee 2
Common Stock	898 (1)	I	By Trustee 4
Common Stock	8,762 <u>(1)</u>	I	By Trustee 5
Common Stock	6,197 <u>(1)</u>	I	By Trustee 6
Common Stock	6,791 <u>(1)</u>	I	By Trustee 7
Common Stock	6,558 <u>(1)</u>	I	By Trustee 8
Common Stock	5,873 <u>(1)</u>	I	By Trustee 9
Common Stock	361 <u>(1)</u>	I	By Trustee 10
Common Stock	141 (1)	I	By Trustee 11
Restricted Stock Units	49.3 (1) (5)	D	
Restricted Stock Units	127.6 (1) (5)	D	
Restricted Stock Units	278.1 (1) (5)	D	
Restricted Stock Units	245.2 (1) (5)	D	
Deferred Bonus Stock	9.7 (1) (6)	I	By Spouse
Deferred Bonus Stock	10.8 (1) (6)	I	By Spouse
Restricted Stock Units	100 (1) (7)	I	By Spouse
Restricted			
Stock Units	150.4 (1) (5)	I	By Spouse

Restricted Stock Units $367.6 \frac{(1)}{5} \frac{(5)}{1}$ By Spouse

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 (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. Transactio Code (Instr. 8)	5. DiNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title and A Underlying S (Instr. 3 and	Securities 1
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	(8)					<u>(5)</u>	02/19/2018	Common Stock	1,283
Stock Appreciation Right	<u>(8)</u>					<u>(5)</u>	08/07/2018	Common Stock	795
Stock Appreciation Right	<u>(8)</u>					<u>(5)</u>	02/16/2020	Common Stock	726
Stock Appreciation Right	<u>(8)</u>					<u>(5)</u>	02/17/2021	Common Stock	951
Stock Option (Right to Buy)	<u>(8)</u>					(9)	11/06/2012	Common Stock	462
Stock Option (Right to Buy)	<u>(8)</u>					(9)	11/06/2012	Common Stock	462
Stock Option (Right to Buy)	<u>(8)</u>					(9)	11/05/2013	Common Stock	1,200

 Stock Option
 (Right to
 (8)
 11/04/2014
 Common Stock
 1,000

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips				
	Director	10% Owner	Officer	Other	
Harrison Deborah Marriott 6649 WESTWOOD BLVD. ORLANDO, FL 32821	X			13D Group Owning More Than 10%	

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).
- This Form 4 is being filed voluntarily to report the reporting person's holdings of the issuer's securities following the legal and structural separation of the issuer from Marriott International, Inc. (the "Spin-Off"). All holdings were acquired in the Spin-Off as a result of holdings of Marriott International, Inc. in transactions that are exempt pursuant to Rule 16a-9 and that were approved by the issuer's Board of Directors.
- (2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
- Represents shares held by JWM Family Enterprises, L.P. JWM Marriott Enterprises, Inc. is the sole general partner of the JWM Family (3) 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.
- (4) 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 antidilution provisions of an award granted to either the reporting person or her spouse 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, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.
- Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution provisions of an award granted to the reporting person's spouse 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, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests pro rata following the date such Marriott International, Inc. award was initially granted until the reporting person reaches the age of sixty-five.
 - Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution provisions of an award granted to the reporting person's spouse under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has
- (7) substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests in five equal installments over the five-year period following the date such Marriott International, Inc. award was initially granted.
- (8) The adjusted exercise price has not been determined as of the date of this filing.
- (9) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution provisions of an award granted to the reporting person's spouse under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has

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substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and is fully vested based on service prior to the Spin-Off.

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.