

Marriott Vacations Worldwide Corp  
 Form 4  
 December 28, 2012

**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 J W JR**

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)  
 12/26/2012

\_\_\_\_ Director  10% Owner  
 \_\_\_\_ Officer (give title below)  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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |
| Common Stock                    | 12/26/2012                           |  | S                              |   | 5,000   | D  | \$ 39.25<br>(1)                                       |
| Common Stock                    |                                      |  |                                |   | 306,946.6   | D  |   |
| Common Stock                    |                                      |  |                                |   | 100,000   | I  | JWM-MAR 2011 GRAT<br>(2)                              |
| Common Stock                    |                                      |  |                                |   | 1,082,798   | I  | JWMFE, Inc. (2) (4)                                   |
|                                 |                                      |  |                                |   | 919,999   | I  |   |

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|              |         |   |   |
|--------------|---------|---|---|
| Common Stock |         |   | TPV, LP <sup>(2)</sup><br><u>(5)</u>        |
| Common Stock | 32,349  | I | JWM Associates LP <sup>(2)</sup>            |
| Common Stock | 28,252  | I | Spouse <sup>(2)</sup>                       |
| Common Stock | 199,144 | I | Sp Trustee 1 <sup>(2)</sup>                 |
| Common Stock | 1,322   | I | Sp Trustee 2 <sup>(2)</sup>                 |
| Common Stock | 833     | I | Sp Trustee 4 <sup>(2)</sup>                 |
| Common Stock | 1,967   | I | Sp Trustee 5 <sup>(2)</sup>                 |
| Common Stock | 1,967   | I | Sp Trustee 6 <sup>(2)</sup>                 |
| Common Stock | 1,021   | I | Sp Trustee 7 <sup>(2)</sup>                 |
| Common Stock | 3,299   | I | Sp Trustee 10 <sup>(2)</sup> <sup>(3)</sup> |
| Common Stock | 50,391  | I | Trustee 1 <sup>(2)</sup>                    |
| Common Stock | 49,555  | I | Trustee 4 <sup>(2)</sup>                    |
| Common Stock | 45,767  | I | Trustee 5 <sup>(2)</sup>                    |
| Common Stock | 66,627  | I | Trustee 7 <sup>(2)</sup>                    |
| Common Stock | 79,582  | I | Trustee 8 <sup>(2)</sup>                    |
| Common Stock | 1,700   | I | Trustee 17 <sup>(2)</sup>                   |
| Common Stock | 32,488  | I | Trustee 19 <sup>(2)</sup>                   |

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

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SEC 1474  
(9-02)

