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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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| | ess of Reporting Pers | | 2. Issuer Name and Ticker or Trading Symbol MARRIOTT VACATIONS WORLDWIDE | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|-------------------------|-----------------------|----------|---|---|-------------------------------|------------------|--|--|--|
| ANDREWS CHARLES ELLIOTT | | | Corp [VAC] | X | Director | 10% Owner | | | |
| | | | | | Officer (give title | Other (specify | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) | | below) | below) | | | |
| 6649 WESTWOOD BLVD. | | | 05/16/2016 | | | | | | |
| | | | 4 If Amondment Date of Original Filed (Menth/Day/Meast) | 6. Individual or Joint/Group Filing (Check Applicable | | | | | |
| (Street) | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | Line) | idual of Joint/Group Filing (| Спеск Арріїсаріе | | | |
| ORLANDO | FL | 32821 | | X | Form filed by One Report | ting Person | | | |
| , | | | | | Form filed by More than (| One Reporting | | | |
| (City) | (State) | (Zip) | | | Person | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution Date, | | ction Instr. | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|--|-----------------|------|-----------------|---|---------------|--------|------------------------------------|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (1130.4) |
| Non-Employee Director Share Awards | 05/16/2016 | | Α | | 2,139 ⁽¹⁾ | Α | \$0.00 | 7,687 | D | |

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. Transa Code (8) | | | 6. Date Exerc Expiration Da (Month/Day/Y | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---|---|--|---|------------------------------|---|-----|--|---|--------------------|---|--|--|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Vests immediately and is payable in common stock upon the reporting person's termination of service as a director.

Remarks:

<u>/s/ Catherine Meeker,</u> <u>Attorney-in-Fact</u>

05/18/2016

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.