

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>MARRIOTT J W JR</u>  (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u>  (Street) <u>BETHESDA MD 20817</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT VACATIONS WORLDWIDE Corp [ VAC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/12/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Common Stock	12/12/2014		G	V	82,000	D	\$0.00	153,783.8	D	
Common Stock								171,019	I	Sp Trustee 1 <sup>(1)</sup>
Common Stock								2,002,797	I	JWMFE <sup>(1)(2)</sup>
Common Stock								32,349	I	JWM Associates LP <sup>(1)</sup>
Common Stock								28,252	I	Spouse <sup>(1)</sup>
Common Stock								1,322	I	Sp Trustee 2 <sup>(1)</sup>
Common Stock								833	I	Sp Trustee 4 <sup>(1)</sup>
Common Stock								1,967	I	Sp Trustee 5 <sup>(1)</sup>
Common Stock								1,967	I	Sp Trustee 6 <sup>(1)</sup>
Common Stock								1,021	I	Sp Trustee 7 <sup>(1)</sup>
Common Stock								2,982	I	Sp Trustee 8 <sup>(1)</sup>
Common Stock								3,299	I	Sp Trustee 10 <sup>(1)</sup>
Common Stock								25,000	I	Sp Trustee 11 <sup>(1)</sup>
Common Stock								50,391	I	Trustee 1 <sup>(1)</sup>
Common Stock								49,555	I	Trustee 4 <sup>(1)</sup>
Common Stock								45,767	I	Trustee 5 <sup>(1)</sup>
Common Stock								66,627	I	Trustee 7 <sup>(1)</sup>
Common Stock								79,582	I	Trustee 8 <sup>(1)</sup>

**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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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					

**Explanation of Responses:**

- The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- Consists of 919,999 shares held by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 290,402 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 744,896 shares held by JWM Family Enterprises, L.P., and 47,500 shares held by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P. J.W. Marriott, Jr., John W. Marriott, III, Deborah Marriott Harrison, Stephen Blake Marriott and David Sheets Marriott are each directors of JWM Family Enterprises, Inc.

**Remarks:**

[/s/ Catherine Meeker,](#)  
[Attorney-In-Fact](#)12/17/2014  
 \*\* 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.**