

**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
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1. Name and Address of Reporting Person* <u>Harrison Deborah Marriott</u> <hr/> (Last) (First) (Middle) 6649 WESTWOOD BLVD. <hr/> (Street) ORLANDO FL 32821 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol <u>Marriott Vacations Worldwide Corp [ VAC ]</u> <hr/> 3. Date of Earliest Transaction (Month/Day/Year) 11/06/2012 <hr/> 4. If Amendment, Date of Original Filed (Month/Day/Year)		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning More Than 10% <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
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**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	11/06/2012		M		462	A	\$8.77	9,805.5	I	By Spouse <sup>(1)</sup>
Common Stock	11/06/2012		M		462	A	\$8.91	10,267.5	I	By Spouse <sup>(1)</sup>
Common Stock	11/06/2012		F		457	D	\$38.7	9,810.5	I	By Spouse <sup>(1)</sup>
Common Stock								8,149.1	D	
Common Stock								38,500	I	By 2011 GRAT <sup>(1)</sup>
Common Stock								80,767	I	By 1965 Trusts <sup>(1)</sup>
Common Stock								69,586	I	By 1974 Trusts <sup>(1)</sup>
Common Stock								1,082,798	I	By JWMFE, Inc. <sup>(1)(2)</sup>
Common Stock								919,999	I	By TVP, LP <sup>(1)(3)</sup>
Common Stock								8,114	I	By MCH Investments, LLC <sup>(1)(4)</sup>
Common Stock								898	I	By Trustee 4 <sup>(1)</sup>
Common Stock								8,762	I	By SMH Investments, LLC <sup>(1)(5)</sup>
Common Stock								6,791	I	By Trustee 7 <sup>(1)</sup>
Common Stock								6,558	I	By Trustee 8 <sup>(1)</sup>
Common Stock								5,873	I	By Trustee 9 <sup>(1)</sup>
Common Stock								361	I	By Trustee 10 <sup>(1)</sup>
Common Stock								141	I	By Trustee 11 <sup>(1)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 or 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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Options (Right to Buy)	\$8.77	11/06/2012		M		462	(6)	11/06/2012	Common Stock	462	\$0.00	0	I	By Spouse
Stock Options (Right to Buy)	\$8.91	11/06/2012		M		462	(6)	11/06/2012	Common Stock	462	\$0.00	0	I	By Spouse

**Explanation of Responses:**

- 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 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 Garff Marriott and David Sheets Marriott are each shareholders of JWM Family Enterprises, Inc.
- Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
- Deborah Marriott Harrison and her spouse are managers of MCH Investments, LLC and trustees of the trusts which are the economic members of MCH Investments, LLC.
- Deborah Marriott Harrison and her spouse are managers of SMH Investments, LLC and trustees of the trust which is the economic member of SMH Investments, LLC.
- Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution 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 legal and structural separation of Marriott Vacations Worldwide Corporation from Marriott International, Inc. (the "Spin-Off") and is fully vested based on service prior to the Spin-Off.

**Remarks:**

/s/ Catherine Meeker,  
Attorney-In-Fact

11/07/2012

\*\* 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.