

**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	
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1. Name and Address of Reporting Person* <b>SHAW WILLIAM JOSEPH</b>			2. Issuer Name and Ticker or Trading Symbol <b>Marriott Vacations Worldwide Corp [ VAC ]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/30/2011</b>			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		
6649 WESTWOOD BLVD.			4. If Amendment, Date of Original Filed (Month/Day/Year) <b>11/30/2011</b>					
(Street)	(City)	(State)	(Zip)					
ORLANDO	FL	32821						

**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			

**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					
Stock Appreciation Right	\$20.41							(1)	07/01/2016	Common Stock	19,448	19,448	D	
Stock Appreciation Right	\$8.42							(1)	07/01/2016	Common Stock	28,090	28,090	D	
Stock Appreciation Right	\$15.5							(1)	07/01/2016	Common Stock	13,827	13,827	D	
Stock Option (Right to Buy)	\$8.77							(2)	11/06/2012	Common Stock	9,907	9,907	D	
Stock Option (Right to Buy)	\$8.91							(2)	11/06/2012	Common Stock	9,907	9,907	D	
Stock Option (Right to Buy)	\$8.1							(2)	11/05/2013	Common Stock	26,400	26,400	D	
Stock Option (Right to Buy)	\$9.52							(2)	11/04/2014	Common Stock	25,000	25,000	D	
Stock Option (Right to Buy)	\$10.82							(2)	02/19/2012	Common Stock	35,000	35,000	D	
Stock Option (Right to Buy)	\$8.68							(2)	02/06/2013	Common Stock	50,000	50,000	D	
Stock Option (Right to Buy)	\$13.1							(2)	02/05/2014	Common Stock	29,648	29,648	D	
Stock Option (Right to Buy)	\$18.47							(2)	02/10/2015	Common Stock	11,060	11,060	D	

Explanation of Responses:

1. 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 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.

2. 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 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 is fully vested based on service prior to the Spin-Off.

**Remarks:**

This amended Form 4 is being filed solely to add the exercise prices of the reporting person's derivative securities disclosed on the original Form 4 filed on November 30, 2011. The exercise prices had not been determined at the time of the original filing. The original Form 4 was 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.

/s/ Catherine Meeker, Attorney- 12/19/2011  
In-Fact

\*\* 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.**