

**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* <u>Hunter James H. IV</u>  (Last) (First) (Middle) 6649 WESTWOOD BLVD.  (Street) ORLANDO FL 32821  (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 10% Owner Officer (give title below) Other (specify below)  <u>Exec. VP &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) 11/30/2011	
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								1,030 <sup>(1)</sup>	D	
Restricted Stock Units								150 <sup>(1)(2)</sup>	D	
Restricted Stock Units								336.8 <sup>(1)(3)</sup>	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. 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	(4)							(5)	02/12/2017	Common Stock	399	399 <sup>(1)</sup>	D	
Stock Appreciation Right	(4)							(3)	02/19/2018	Common Stock	1,946	1,946 <sup>(1)</sup>	D	
Stock Appreciation Right	(4)							(3)	08/07/2018	Common Stock	2,409	2,409 <sup>(1)</sup>	D	
Stock Appreciation Right	(4)							(3)	02/16/2020	Common Stock	2,422	2,422 <sup>(1)</sup>	D	
Stock Appreciation Right	(4)							(3)	02/17/2021	Common Stock	872	872 <sup>(1)</sup>	D	
Stock Option (Right to Buy)	(4)							(5)	11/06/2012	Common Stock	286	286 <sup>(1)</sup>	D	
Stock Option (Right to Buy)	(4)							(5)	11/06/2012	Common Stock	286	286 <sup>(1)</sup>	D	
Stock Option (Right to Buy)	(4)							(5)	11/05/2013	Common Stock	1,608	1,608 <sup>(1)</sup>	D	
Stock Option (Right to Buy)	(4)							(5)	11/04/2014	Common Stock	1,100	1,100 <sup>(1)</sup>	D	

**Explanation of Responses:**

- This Form 4 is being 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.
- 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 five equal installments over the five-year period following the date such Marriott International, Inc. award was initially granted.

3. 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.

4. The adjusted exercise price has not been determined as of the date of this filing.

5. 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:**

/s/ Catherine Meeker, Attorney- 11/30/2011  
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.

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