FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

washington, b.c. 20349

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

## 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(b) of the Investment Company Act of 1940

			or Section 30(h) of the Investment Company Act of 1940	·			
1. Name and Addr Marriott Ste		'erson <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol  Marriott Vacations Worldwide Corp [ VAC ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify			
(Last) 10400 FERNW	(First) OOD ROAD	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2012	below)  13D Group Owning More Than 10%			
(Street) BETHESDA	MD	20817	4. If Amendment, Date of Original Filed (Month/Day/Year)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting			
(City)	(State)	(Zip)		Person			

10400 FERNWOOD ROAD	02/10	W 2012					13D Group Owning More Than 10%					
(Street) BETHESDA MD 20817  (City) (State) (Zip)	4. If Ai	mendment, Date of	Original	Filed	(Month/Day/	Line)	Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person					
Table I - Non	-Derivative S	Securities Acq	uired.	Dis	posed of.	or Ben	eficially	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.		4. Securities Acquired (A			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirec Beneficia Ownershi		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	02/15/2012		М	V	196.3	A	\$0.00	105,464.9	D			
Common Stock	02/15/2012		F		77	D	\$22.52	105,387.9	D			
Restricted Stock Units	02/15/2012		M	V	196.3	D	\$0.00	323	D			
Common Stock								79,582	I	1965 Trusts <sup>(1)</sup>		
Common Stock								55,825	I	1974 Trusts <sup>(1)</sup>		
Common Stock								4,370	I	Spouse <sup>(1)</sup>		
Common Stock								1,082,798	I	JWMFE Inc. <sup>(1)(2)</sup>		
Common Stock								919,999	I	TPV, LP <sup>(1)(3)</sup>		
Common Stock								1,322	I	Sp Trustee 1 for Trust f/b/o his child <sup>(1)</sup>		
Common Stock								1,668	I	Sp Trustee 2 for Trust f/b/o his child <sup>(1)</sup>		
Common Stock								1,668	I	Sp Trustee 3 for Trust f/b/o his child <sup>(1)</sup>		
Common Stock								7,982	I	Trustee 1 of Trust f/b/o his child <sup>(1)</sup>		
Common Stock								7,541	I	Trustee 2 of Trust f/b/o his child <sup>(1)</sup>		
Common Stock								6,599	I	Trustee 3 of Trust f/b/o his child <sup>(1)</sup>		

		Та	able II - Deriva (e.g., p				•	ired, Disp options, o	•			-			
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction 3A. Deemed erivative Conversion Date Execution Date ecurity or Exercise (Month/Day/Year) if any		Execution Date,	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	Title	Amount or Number of Shares				

## **Explanation of Responses:**

- 1. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- 2. 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.
- 3. Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.

## Remarks:

/s/ Catherine Meeker, Attorney-In-Fact 02/17/2012

\*\* Signature of Reporting Person Dat

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

- $^{\star}$  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.