

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 Stephen G</u> (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (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) <input checked="" type="checkbox"/> Other (specify below) 13D Group Owning More Than 10%
	3. Date of Earliest Transaction (Month/Day/Year) 02/15/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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	02/15/2012		M	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 ⁽¹⁾
Common Stock								55,825	I	1974 Trusts ⁽¹⁾
Common Stock								4,370	I	Spouse ⁽¹⁾
Common Stock								1,082,798	I	JWMFE, Inc. ⁽¹⁾⁽²⁾
Common Stock								919,999	I	TPV, LP ⁽¹⁾⁽³⁾
Common Stock								1,322	I	Sp Trustee 1 for Trust f/b/o his child ⁽¹⁾
Common Stock								1,668	I	Sp Trustee 2 for Trust f/b/o his child ⁽¹⁾
Common Stock								1,668	I	Sp Trustee 3 for Trust f/b/o his child ⁽¹⁾
Common Stock								7,982	I	Trustee 1 of Trust f/b/o his child ⁽¹⁾
Common Stock								7,541	I	Trustee 2 of Trust f/b/o his child ⁽¹⁾
Common Stock								6,599	I	Trustee 3 of Trust f/b/o his child ⁽¹⁾

