

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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. Date of Event Requiring Statement (Month/Day/Year) 11/21/2011	3. Issuer Name and Ticker or Trading Symbol <u>Marriott Vacations Worldwide Corp [VAC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>13D Group Owning More Than 10%</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 11/30/2011 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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Appreciation Rights	(1)	02/13/2016	Common Stock	343	19.8	D
Stock Appreciation Rights	(1)	02/12/2017	Common Stock	399	28.16	D
Stock Appreciation Rights	(2)	02/19/2018	Common Stock	680	20.41	D
Stock Appreciation Rights	(2)	08/07/2018	Common Stock	1,686	15.77	D
Stock Appreciation Rights	(2)	02/16/2020	Common Stock	848	15.5	D
Stock Appreciation Rights	(2)	02/17/2021	Common Stock	555	23.46	D
Stock Options	(1)	11/06/2012	Common Stock	462	8.77	D
Stock Options	(1)	11/06/2012	Common Stock	462	8.91	D
Stock Options	(1)	11/05/2013	Common Stock	1,488	8.1	D
Stock Options	(1)	11/04/2014	Common Stock	1,440	9.52	D
Stock Options	(1)	02/06/2013	Common Stock	2,010	8.68	D

Explanation of Responses:

- 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 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 and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the legal and structural separation of the issuer from Marriott International, Inc. (the "Spin-Off")) and is fully vested based on service prior to the Spin-Off.
- 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 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 and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vest in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.

Remarks:

This amended Form 3 is being filed solely to add the exercise prices of the reporting person's derivative securities disclosed on the original Form 3 filed on November 30, 2011. The exercise prices had not been determined at the time of the original filing.

/s/ Catherine Meeker, 12/19/2011
Attorney-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 5 (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.