

Marriott David S
Form 3
November 30, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Marriott David S		(Month/Day/Year)	Marriott Vacations Worldwide Corp [VAC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	
10400 FERNWOOD ROAD			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Street)			<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
BETHESDA, MD 20817			(give title below) (specify below)	
(City)	(State)	(Zip)	13D Group Owning More Than 10%	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> 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)
Common Stock	83,043	D	Marriott
Common Stock	49,555	I	1965 Trusts
Common Stock	67,053	I	1974 Trusts ⁽¹⁾
Common Stock	533	I	Spouse ⁽¹⁾
Common Stock	1,082,798	I	JWMFE, Inc. ⁽¹⁾ ⁽²⁾
Common Stock	919,999	I	TPV, LP ⁽¹⁾ ⁽³⁾
Common Stock	3,229	I	Trustee 1 of Trust f/b/o his child ⁽¹⁾
Common Stock	1,987	I	Trustee 2 of Trust f/b/o his child ⁽¹⁾
Common Stock	1,199	I	Trustee 3 of Trust f/b/o his child ⁽¹⁾

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Common Stock	446	I	Trustee 4 of Trust f/b/o his child <u>(1)</u>
Restricted Stock Units	158.3	D <u>(4)</u>	Â
Restricted Stock Units	205	D <u>(4)</u>	Â
Restricted Stock Units	972.6	D <u>(4)</u>	Â
Restricted Stock Units	918.4	D <u>(4)</u>	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			
Stock Appreciation Rights	Â <u>(4)</u> 08/07/2018	Common Stock 1,084	\$ <u>(6)</u>	D	Â
Stock Options	Â <u>(5)</u> 02/10/2015	Common Stock 896	\$ <u>(6)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marriott David S 10400 FERNWOOD ROAD BETHESDA,Â MDÂ 20817	Â	Â	Â	13D Group Owning More Than 10%

Signatures

/s/ Catherine Meeker,
Attorney-In-Fact 11/30/2011

 **Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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(2) Represents shares held by JWM Family Enterprises, L.P. JWM Marriott Enterprises, Inc. is the sole general partner of the 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.

(4) 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 vest in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.

(5) 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 is fully vested based on service prior to the Spin-Off.

(6) The adjusted exercise prices have not been determined as of the date of this filing.

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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