

Marriott Vacations Worldwide Corp
 Form 4
 December 28, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
MARRIOTT J W JR

2. Issuer Name and Ticker or Trading Symbol
 Marriott Vacations Worldwide Corp
 [VAC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 10400 FERNWOOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 12/26/2012

____ Director 10% Owner
 ____ Officer (give title below) Other (specify below)
 13D Group Owning More Than 10%

BETHESDA, MD 20817

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | (D) | Price |
| Common Stock | 12/26/2012 | | S | | 5,000 | D | \$ 39.25 (1) |
| Common Stock | | | | | 306,946.6 | D | |
| Common Stock | | | | | 100,000 | I | JWM-MAR 2011 GRAT (2) |
| Common Stock | | | | | 1,082,798 | I | JWMFE, Inc. (2) (4) |
| | | | | | 919,999 | I | |

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| | | | |
|--------------|---------|---|---|
| Common Stock | | | TPV, LP ⁽²⁾ <u>(5)</u> |
| Common Stock | 32,349 | I | JWM Associates LP ⁽²⁾ |
| Common Stock | 28,252 | I | Spouse ⁽²⁾ |
| Common Stock | 199,144 | I | Sp Trustee 1 ⁽²⁾ |
| Common Stock | 1,322 | I | Sp Trustee 2 ⁽²⁾ |
| Common Stock | 833 | I | Sp Trustee 4 ⁽²⁾ |
| Common Stock | 1,967 | I | Sp Trustee 5 ⁽²⁾ |
| Common Stock | 1,967 | I | Sp Trustee 6 ⁽²⁾ |
| Common Stock | 1,021 | I | Sp Trustee 7 ⁽²⁾ |
| Common Stock | 3,299 | I | Sp Trustee 10 ⁽²⁾ ⁽³⁾ |
| Common Stock | 50,391 | I | Trustee 1 ⁽²⁾ |
| Common Stock | 49,555 | I | Trustee 4 ⁽²⁾ |
| Common Stock | 45,767 | I | Trustee 5 ⁽²⁾ |
| Common Stock | 66,627 | I | Trustee 7 ⁽²⁾ |
| Common Stock | 79,582 | I | Trustee 8 ⁽²⁾ |
| Common Stock | 1,700 | I | Trustee 17 ⁽²⁾ |
| Common Stock | 32,488 | I | Trustee 19 ⁽²⁾ |

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

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 control number.

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