

MARRIOTT VACATIONS WORLDWIDE Corp
 Form 4
 February 18, 2015

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
 02/15/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

BETHESDA, MD 20817
 (City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Restricted Stock Units | 02/15/2015 | | M | V | 1,836.5 | D | \$ 0 0 |
| Common Stock | 02/15/2015 | | M | V | 1,836.5 | A | \$ 0 155,620.3 |
| Common Stock | 02/17/2015 | | F | | 935 | D | \$ 77.14 154,685.3 |
| Common Stock | | | | | | | 171,019 I Sp Trustee 1 ⁽¹⁾ |
| Common Stock | | | | | | | 2,002,797 I JWMFE ⁽¹⁾ ₍₂₎ |

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| | | | | | | |
|--------------|--|--|--|--------|---|----------------------------------|
| Common Stock | | | | 32,349 | I | JWM Associates LP ⁽¹⁾ |
| Common Stock | | | | 28,252 | I | Spouse ⁽¹⁾ |
| Common Stock | | | | 1,322 | I | Sp Trustee 2 ⁽¹⁾ |
| Common Stock | | | | 833 | I | Sp Trustee 4 ⁽¹⁾ |
| Common Stock | | | | 1,967 | I | Sp Trustee 5 ⁽¹⁾ |
| Common Stock | | | | 1,967 | I | Sp Trustee 6 ⁽¹⁾ |
| Common Stock | | | | 1,021 | I | Sp Trustee 7 ⁽¹⁾ |
| Common Stock | | | | 2,982 | I | Sp Trustee 8 ⁽¹⁾ |
| Common Stock | | | | 3,299 | I | Sp Trustee 10 ⁽¹⁾ |
| Common Stock | | | | 25,000 | I | Sp Trustee 11 ⁽¹⁾ |
| Common Stock | | | | 50,391 | I | Trustee 1 ⁽¹⁾ |
| Common Stock | | | | 49,555 | I | Trustee 4 ⁽¹⁾ |
| Common Stock | | | | 45,767 | I | Trustee 5 ⁽¹⁾ |
| Common Stock | | | | 66,627 | I | Trustee 7 ⁽¹⁾ |
| Common Stock | | | | 79,582 | I | Trustee 8 ⁽¹⁾ |

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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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying | 8. Price of Derivative Security | 9. Nu Deriv Secur |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|-----------------------------------|---------------------------------|-------------------|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Securities (Instr. 3 and 4) | (Instr. 5) | Beneficial Ownership Following Reported Transaction (Instr. 5) |
|------------|------------------------------------|------------------|------------|---|--------------------------------|------------|---|
| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817 | | | X | |

Signatures

| | |
|---|------------|
| /s/ Catherine Meeker, Attorney-In-Fact | 02/18/2015 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * 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).
- (1) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
Consists of 919,999 shares held by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 290,402 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 744,896 shares held by JWM Family Enterprises, L.P., and 47,500 shares held by Anchorage Partners, L.P. , whose sole general partner is 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 Blake Marriott and David Sheets Marriott are each directors of JWM Family Enterprises, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.