

MARRIOTT JOHN W III
Form 4
February 11, 2013

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 JOHN W III

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)
12/14/2012

____ Director
____ Officer (give title below) 10% Owner
 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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	12/14/2012		G	V 4,250 D \$ 0 73,645		D	
Common Stock	12/14/2012		G	V 5,000 D \$ 0 68,645		D	
Common Stock	12/14/2012		G ⁽¹⁾	V 5,000 D \$ 0 63,645		D	
Common Stock	12/14/2012		G ⁽¹⁾	V 5,000 A \$ 0 5,000		I	Minor Child 1 ⁽²⁾
Common Stock	12/14/2012		G ⁽¹⁾	V 5,000 D \$ 0 58,645		D	

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Common Stock	12/14/2012	<u>G</u> ⁽¹⁾	V	5,000	A	\$ 0	5,000	I	Minor Child 2 <u>(2)</u>
Common Stock	12/21/2012	G	V	25,000	A	\$ 0	25,000	I	Trustee 8 <u>(2)</u>
Common Stock							34,380	I	1974 Trusts <u>(2)</u>
Common Stock							50,391	I	1965 Trusts <u>(2)</u>
Common Stock							3,155	I	Spouse <u>(2)</u>
Common Stock							1,082,798	I	JWFME, Inc. <u>(2)</u> <u>(3)</u>
Common Stock							919,999	I	TPV, LP <u>(2)</u> <u>(4)</u>
Common Stock							1,967	I	Sp Trustee 1 <u>(2)</u>
Common Stock							1,967	I	Sp Trustee 2 <u>(2)</u>
Common Stock							1,021	I	Sp Trustee 3 <u>(2)</u>
Common Stock							6,947	I	Trustee 1 <u>(2)</u>
Common Stock							5,991	I	Trustee 2 <u>(2)</u>
Common Stock							4,760	I	Trustee 3 <u>(2)</u>
Common Stock							3,224	I	Trustee 4 <u>(2)</u> <u>(5)</u>
Common Stock							1,987	I	Trustee 5 <u>(2)</u> <u>(5)</u>
Common Stock							1,199	I	Trustee 6 <u>(2)</u> <u>(5)</u>
Common Stock							446	I	Trustee 7 <u>(2)</u> <u>(5)</u>

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

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(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT JOHN W III 10400 FERNWOOD ROAD BETHESDA, MD 20817				13D Group Owning More Than 10%

Signatures

/s/ Catherine Meeker,
Attorney-in-Fact

02/11/2013

**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) This transaction involved a gift of securities by the reporting person to his daughter, who shares the reporting person's household.
- (2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (3) Represents shares held by JWM Family Enterprises, L.P. JWM Family 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.
- (4) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
- (5) This holding was inadvertently omitted from the reporting person's prior Forms 4.

Remarks:

The reporting person's prior Forms 4 included shares indirectly owned by JWM Associates, L.P., which shares are no longer owned.

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.