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MARRIOTT VACATIONS WORLDWIDE Corp

Form 4

February 18, 2015

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

OMB Number:

response...

3235-0287 January 31,

0.5

Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires:

2005 Estimated average burden hours per

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

1(b).

(Last)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * MARRIOTT J W JR

(Middle)

2. Issuer Name and Ticker or Trading

Symbol

MARRIOTT VACATIONS WORLDWIDE Corp [VAC] 5. Relationship of Reporting Person(s) to

Issuer

below)

10400 FERNWOOD ROAD

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

02/15/2015

Director _X__ 10% Owner _ Other (specify Officer (give title

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BETHESDA, MD 20817

(City)	(State)	(Zip) Tab	le I - No	on-E	Derivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securiti on(A) or Dis (Instr. 3, 4	posed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Doctricted			Code	V	Amount	(D)	Price	(Instr. 3 and 4)		
Restricted Stock Units	02/15/2015		M	V	1,836.5	D	\$0	0	D	
Common Stock	02/15/2015		M	V	1,836.5	A	\$ 0	155,620.3	D	
Common Stock	02/17/2015		F		935	D	\$ 77.14	154,685.3	D	
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
Common Stock	49,555	I	Trustee 4 (1)
Common Stock	45,767	I	Trustee 5 (1)
Common Stock	66,627	I	Trustee 7 $\frac{(1)}{}$
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.

SEC 1474 (9-02)

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

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

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Bene Own Follo Repo Trans (Instr

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr.	8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Secur (Instr	ities . 3 and 4)	(Instr. 5)
			Code	V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

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

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
- (2) 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.

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