

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 <u>(1)</u>
Common Stock							2,982
Common Stock							306,946.6
Common Stock							100,000
Common Stock							1,082,798
							919,999
						I	Sp Trustee 8 <u>(2) (3)</u>
						I	JWM-MAR 2011 GRAT <u>(2)</u>
						I	JWMFE, Inc. <u>(2) (4)</u>

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

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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