

MARRIOTT VACATIONS WORLDWIDE Corp
 Form 4
 August 19, 2014

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)

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

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

10400 FERNWOOD ROAD

08/15/2014

(Street)

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

BETHESDA, MD 20817

(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 (A) or (D) Price | | | |
| Common Stock | 08/15/2014 | | M | 12,000 A \$ 9.52 | 325,463.8 | D | |
| Common Stock | 08/15/2014 | | S | 12,000 D \$ 59.27 (1) | 313,463.8 | D | |
| Common Stock | | | | | 171,019 | I | Sp Trustee 1 (2) |
| Common Stock | | | | | 2,002,797 | I | JWMFE (2) (3) |
| Common Stock | | | | | 32,349 | I | JWM Associates |

| | | | | LP ⁽²⁾ |
|--------------|--|--------|---|------------------------------|
| Common Stock | | 28,252 | I | Spouse ⁽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 | | 2,982 | I | Sp Trustee 8 ⁽²⁾ |
| Common Stock | | 3,299 | I | Sp Trustee 10 ⁽²⁾ |
| Common Stock | | 25,000 | I | Sp Trustee 11 ⁽²⁾ |
| 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⁾ |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D S (1) |
|--|---|--------------------------------------|--|--------------------------------|--|--|---|------------|
|--|---|--------------------------------------|--|--------------------------------|--|--|---|------------|

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| Security | | | Code | (D) (Instr. 3, 4, and 5) | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|---------------------------------------|---------|------------|------|--------------------------------|-----|---------------------|--------------------|-----------------|-------------------------------------|
| | | | | V | (A) | | | | |
| Stock Options (Right to Buy) | \$ 9.52 | 08/14/2014 | M | | | (4) | 11/04/2014 | Common Stock | 12,000 |

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

08/19/2014

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$59.00 to \$59.78. The reporting person undertakes to provide to Marriott Vacations Worldwide Corporation, any security holder of Marriott Vacations Worldwide Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

(2) The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(3) 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.

(4) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution provisions of an award granted to the reporting person under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the legal and structural separation of the issuer from Marriott International, Inc. (the "Spin-Off")) and is fully vested based on service prior to the Spin-Off.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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