

WEISZ STEPHEN P  
Form 4/A  
December 19, 2011

**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 \*  
WEISZ STEPHEN P

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)  
6649 WESTWOOD BLVD.  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/30/2011

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

ORLANDO, FL 32821  
  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)  
11/30/2011

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 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 Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|--------------|--|---|------|

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| (Instr. 3)                        | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |     |                     |                    |                 |  |
|-----------------------------------|------------------------------------|------------------|------------|---|-----|-----|---------------------|--------------------|-----------------|--|
|                                   |                                    |                  | Code       | V   | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Stock<br>Appreciation<br>Right    | \$ 20.41                           |                  |            |   |     |     | (1)                 | 02/19/2018         | Common<br>Stock | 2,139                                  |
| Stock<br>Appreciation<br>Right    | \$ 15.77                           |                  |            |   |     |     | (1)                 | 08/07/2018         | Common<br>Stock | 3,252                                  |
| Stock<br>Appreciation<br>Right    | \$ 15.5                            |                  |            |   |     |     | (1)                 | 02/16/2020         | Common<br>Stock | 3,634                                  |
| Stock Option<br>(Right to<br>Buy) | \$ 8.68                            |                  |            |   |     |     | (2)                 | 02/06/2013         | Common<br>Stock | 5,045                                  |
| Stock Option<br>(Right to<br>Buy) | \$ 13.1                            |                  |            |   |     |     | (2)                 | 02/05/2014         | Common<br>Stock | 6,260                                  |
| Stock Option<br>(Right to<br>Buy) | \$ 18.47                           |                  |            |   |     |     | (2)                 | 02/10/2015         | Common<br>Stock | 2,460                                  |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                 |       |
|---|---------------|-----------|-----------------|-------|
|   | Director      | 10% Owner | Officer         | Other |
| WEISZ STEPHEN P<br>6649 WESTWOOD BLVD.<br>ORLANDO, FL 32821 | X             |           | President & CEO |       |

## Signatures

/s/ Catherine Meeker,  
Attorney-In-Fact

12/19/2011

\_\_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) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution 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, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.

Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution 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, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and is fully vested based on service prior to the Spin-Off.
  - (2) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution 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, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and is fully vested based on service prior to the Spin-Off.

### Remarks:

This amended Form 4 is being filed solely to add the exercise prices of the reporting person's derivative securities disclosed on

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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