

MARRIOTT VACATIONS WORLDWIDE Corp
 Form 4
 March 28, 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)
03/26/2014

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

10400 FERNWOOD ROAD

(Street)

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)

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 or Disposed of (A) or (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 | 03/26/2014 | | W | V 28,125 D \$ 0 | 171,019 | I | Sp Trustee 1 ⁽¹⁾ |
| Common Stock | | | | | 313,463.8 | D | |
| Common Stock | | | | | 2,002,797 | I | JWMFE ⁽¹⁾ ⁽²⁾ |
| Common Stock | | | | | 32,349 | I | JWM Associates LP ⁽¹⁾ |
| Common Stock | | | | | 28,252 | I | Spouse ⁽¹⁾ |

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| | | | | |
|--------------|--|--------|---|------------------------------|
| 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 ⁽¹⁾ |
| Common Stock | | 49,555 | I | Trustee 4 ⁽¹⁾ |
| Common Stock | | 45,767 | I | Trustee 5 ⁽¹⁾ |
| Common Stock | | 66,627 | I | Trustee 7 ⁽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.

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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 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, | 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

