

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* MARRIOTT RICHARD E (Last) (First) (Middle) 10400 FERNWOOD ROAD (Street) BETHESDA MD 20817 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Marriott Vacations Worldwide Corp [VAC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2012	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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 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	08/09/2012		G	V	174,000	D	\$0.00	32,488	I	Trustee 19 ⁽¹⁾
Common Stock								1,515,651 ⁽²⁾	D	
Common Stock								91,857	I	GRAT II
Common Stock								254	I	1996 Insurance Trust
Common Stock								28,326	I	Spouse ⁽¹⁾
Common Stock								147,280	I	Spouse Trustee ⁽¹⁾
Common Stock								50,391	I	Trustee 1 ⁽¹⁾
Common Stock								43,111	I	Trustee 3 ⁽¹⁾
Common Stock								49,555	I	Trustee 4 ⁽¹⁾
Common Stock								80,767	I	Trustee 5 ⁽¹⁾
Common Stock								58,752	I	Trustee 6 ⁽¹⁾
Common Stock								66,627	I	Trustee 7 ⁽¹⁾
Common Stock								79,582	I	Trustee 8 ⁽¹⁾
Common Stock								1,700	I	Trustee 17 ⁽¹⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

Explanation of Responses:

1. The reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
2. Adjusted to reflect a change in the form of beneficial ownership of an aggregate of 1,036,188 shares from indirect to direct as a result of distributions from three grantor retained annuity trusts.

Remarks:

/s/ Catherine Meeker,
Attorney-In-Fact

08/27/2012

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.