

**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*<br><u>Marriott David S</u><br><br>(Last) (First) (Middle)<br>10400 FERNWOOD ROAD<br><br>(Street)<br>BETHESDA MD 20817<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Marriott Vacations Worldwide Corp [ VAC ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br>Director 10% Owner<br>Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)<br>13D Group Owning More Than 10% |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/23/2012                                  |  |
|  | 4. If Amendment, Date of Original Filed (Month/Day/Year)  |  |
|  |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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                    | 03/23/2012                           |  | S                              |   | 20,000  | D          | \$27.34 <sup>(1)</sup> | 64,280.6  | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 49,555  | I  | 1965 Trusts <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 67,053  | I  | 1974 Trusts <sup>(2)</sup>                            |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 533   | I  | Spouse <sup>(2)</sup>                                 |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,082,798   | I  | JWMFE, Inc. <sup>(2)(3)</sup>                         |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 919,999   | I  | TPV, LP <sup>(2)(4)</sup>                             |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 3,229   | I  | Trustee 1 of Trust f/b/o his child <sup>(2)</sup>     |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,987   | I  | Trustee 2 of Trust f/b/o his child <sup>(2)</sup>     |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,199   | I  | Trustee 3 of Trust f/b/o his child <sup>(2)</sup>     |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 446   | I  | Trustee 4 of Trust f/b/o his child <sup>(2)</sup>     |

**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, 4 and 5) |     | 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) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.24 to \$27.35. 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. Represents shares held by 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 Garff Marriott and David Sheets Marriott are each shareholders of JWM Family Enterprises, Inc.
4. Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.

**Remarks:**

/s/ Catherine Meeker,  
Attorney-In-Fact

03/27/2012

\*\* 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.

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