

**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 J W JR</u><br><hr/> (Last) (First) (Middle)<br><u>10400 FERNWOOD ROAD</u><br><hr/> (Street)<br><u>BETHESDA MD 20817</u><br><hr/> (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>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) <input type="checkbox"/> Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>08/15/2014</u>                           |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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                    | 08/15/2014                           |  | M                              |   | 12,000  | A          | \$9.52                 | 325,463.8   | D  |   |
| Common Stock                    | 08/15/2014                           |  | S                              |   | 12,000  | D          | \$59.27 <sup>(1)</sup> | 313,463.8   | D  |   |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 171,019   | I  | Sp Trustee 1 <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 2,002,797   | I  | JWMFE <sup>(2)(3)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 32,349  | I  | JWM Associates LP <sup>(2)</sup>                      |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 28,252  | I  | Spouse <sup>(2)</sup>                                 |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,322   | I  | Sp Trustee 2 <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 833   | I  | Sp Trustee 4 <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,967   | I  | Sp Trustee 5 <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,967   | I  | Sp Trustee 6 <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 1,021   | I  | Sp Trustee 7 <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 2,982   | I  | Sp Trustee 8 <sup>(2)</sup>                           |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 3,299   | I  | Sp Trustee 10 <sup>(2)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 25,000  | I  | Sp Trustee 11 <sup>(2)</sup>                          |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 50,391  | I  | Trustee 1 <sup>(2)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 49,555  | I  | Trustee 4 <sup>(2)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 45,767  | I  | Trustee 5 <sup>(2)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 66,627  | I  | Trustee 7 <sup>(2)</sup>                              |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 79,582  | I  | Trustee 8 <sup>(2)</sup>                              |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Underlying Shares | 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 |
| Stock Options (Right to Buy)               | \$9.52   | 08/14/2014                           |  | M                              |   | 12,000   | (4)  | 11/04/2014 | Common Stock                             | 12,000                                     | \$0.00   | 0   | D  |                  |

**Explanation of Responses:**

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

**Remarks:**

/s/ Catherine Meeker, Attorney- 08/19/2014  
In-Fact

\*\* 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.**