

**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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>MARRIOTT J W JR</u> <hr/> (Last) (First) (Middle) <u>10400 FERNWOOD ROAD</u> <hr/> (Street) <u>BETHESDA MD 20817</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MARRIOTT VACATIONS WORLDWIDE Corp [ VAC ]</u>	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) <u>05/13/2014</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/13/2014		M		25,220	A	\$9.52	338,683.8	D	
Common Stock	05/13/2014		S		25,220	D	\$57.11 <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)	4. Deemed Execution Date, if any (Month/Day/Year)	5. Number of 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 or 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	Amount or Number of Shares
Stock Options (Right to Buy)	\$9.52	05/13/2014		M			25,220	(4)	11/04/2014	Common Stock	25,220	\$0.00	34,780	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 \$57.00 to \$57.68. 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-In-Fact 05/15/2014

\*\* 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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