

**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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Marriott David S</u>			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 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <b>13D Group Owning More Than 10%</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/10/2013</u>			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		
10400 FERNWOOD ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BETHESDA MD 20817</u>								
(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 (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	12/10/2013		G	V	3,430	D	\$0.00	56,266.9	D	
Restricted Stock Units	02/15/2014		M	V	553.8	D	\$0.00	229.6	D	
Common Stock	02/15/2014		M	V	553.8	A	\$0.00	56,820.7	D	
Common Stock	02/18/2014		F		202	D	\$50.43	56,618.7	D	
Common Stock								533	I	Spouse <sup>(1)</sup>
Common Stock								2,002,797	I	JWMFE <sup>(1)(2)</sup>
Common Stock								3,224	I	Trustee 1 of Trust f/b/o his child <sup>(1)</sup>
Common Stock								1,987	I	Trustee 2 of Trust f/b/o his child <sup>(1)</sup>
Common Stock								1,199	I	Trustee 3 of Trust f/b/o his child <sup>(1)</sup>
Common Stock								446	I	Trustee 4 of Trust f/b/o his child <sup>(1)</sup>
Common Stock								25,000	I	Trustee 5 <sup>(1)</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:**

- 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.

**Remarks:**

The reporting person has not been subject to Section 16 reporting obligations since September 30, 2013.

/s/ Catherine Meeker,  
Attorney-In-Fact

02/20/2014

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.**