Marriott Vacations Worldwide Corp Form 4

November 22, 2011

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**SECURITIES** 

**OMB** Number:

3235-0287

Expires: STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

response...

burden hours per

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* MARRIOTT INTERNATIONAL INC /MD/

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

Marriott Vacations Worldwide Corp

(Check all applicable)

[VAC]

11/20/2011

(Last)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director Officer (give title below)

10% Owner Other (specify

10400 FERNWOOD ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

\_X\_ 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

BETHESDA, MD 20817

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities Acquired (A) or TransactionDisposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported Transaction(s)

7. Nature Ownership of Indirect Beneficial Form: Direct (D) Ownership or Indirect (Instr. 4) (I)

Code V

J

Amount

33,708,046.9028 D

or Price (D)

(2)

(A)

Α

(Instr. 4)

6.

Common Stock

Common

Stock

(City)

11/20/2011

11/21/2011

A 33,707,946.9028 (1) 33,708,046.9028

0

(Instr. 3 and 4)

D

D

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

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 control number.

SEC 1474 (9-02)

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

### Edgar Filing: Marriott Vacations Worldwide Corp - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title an	d 8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amount of	of Derivative	e Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyin	g Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 ar	nd 4)	Owne
	Security				Acquired					Follo
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Λ	nount	
									lount	
						Date	Expiration	Or Title Nove	no la cu	
						Exercisable	e Date	Title Number	mber	
				C 1 W	(A) (D)			of		
				Code V	(A) (D)			Sha	ares	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MARRIOTT INTERNATIONAL INC /MD/ 10400 FERNWOOD ROAD BETHESDA, MD 20817	X	X				
Cianaturas						

# **Signatures**

/s/ Bancroft S. Gordon, Corporate
Secretary

\*\*Signature of Reporting Person

Date

**Explanation of Responses:** 

- \* 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).

The reporting person owned 100 shares of the common stock of Marriott Vacations Worldwide Corporation ("MVW") prior to MVW's declaration on November 20, 2011 of a paid-in-kind dividend of its common stock, par value \$0.01 ("MVW Common Stock"), pursuant to which MVW issued shares of MVW Common Stock to the reporting person, MVW's sole stockholder as of such date, to enable the

- (1) reporting person to effect the legal and structural separation of MVW from the reporting person by way of a dividend paid by the reporting person to the reporting person's stockholders of one share of MVW Common Stock for every ten shares of the reporting person's common stock held as of the close of business, Eastern time, on November 10, 2011 (the "Spin-Off"). The dividend paid by MVW was approved pursuant to Rule 16b-3.
- 33,708,046.9028 shares of MVW Common Stock were distributed by the reporting person at 12:01 a.m., Eastern time, on November 21, 2011. As a result of the Spin-Off, the reporting person no longer beneficially owns any shares of MVW Common Stock and consequently is no longer subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended ("Section 16"), with respect to the MVW Common Stock. The reporting person is also no longer considered a director of MVW for purposes of Section 16.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2