

Harrison Deborah Marriott
 Form 4
 November 13, 2012

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Harrison Deborah Marriott

2. Issuer Name and Ticker or Trading Symbol
 Marriott Vacations Worldwide Corp [VAC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 6649 WESTWOOD BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/09/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
 13D Group Owning More Than 10%

ORLANDO, FL 32821

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)
Common Stock	11/09/2012		M	V Amount (A) or (D) Price 1,200 A \$ 8.1	11,010.5	I	By Spouse ⁽¹⁾
Common Stock	11/09/2012		S	V Amount (A) or (D) Price 1,667 D \$ 38.7 ₍₂₎	9,343.5	I	By Spouse ⁽¹⁾
Common Stock					8,149.1	D	
Common Stock					38,500	I	By 2011 GRAT ⁽¹⁾
Common Stock					80,767	I	By 1965 Trusts ⁽¹⁾

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Common Stock		69,586	I	By 1974 Trusts <u>(1)</u>
Common Stock		1,082,798	I	By JWMFE, Inc. <u>(1)</u> <u>(3)</u>
Common Stock		919,999	I	By TVP, LP <u>(1)</u> <u>(4)</u>
Common Stock		8,114	I	By MCH Investments, LLC <u>(1)</u> <u>(5)</u>
Common Stock		898	I	By Trustee 4 <u>(1)</u>
Common Stock		8,762	I	By SMH Investments, LLC <u>(1)</u> <u>(6)</u>
Common Stock		6,791	I	By Trustee 7 <u>(1)</u>
Common Stock		6,558	I	By Trustee 8 <u>(1)</u>
Common Stock		5,873	I	By Trustee 9 <u>(1)</u>
Common Stock		361	I	By Trustee 10 <u>(1)</u>
Common Stock		141	I	By Trustee 11 <u>(1)</u>

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. I. Der. Sec. (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

								Shares
Stock								
Options (Right to Buy)	\$ 8.1	11/09/2012	M	1,200	<u>(7)</u>	11/05/2013	Common Stock	1,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Harrison Deborah Marriott 6649 WESTWOOD BLVD. ORLANDO, FL 32821	X			13D Group Owning More Than 10%

Signatures

/s/ Catherine Meeker,
Attorney-In-Fact

11/13/2012

__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).

(1) The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.68 to \$38.70. 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.

(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.

(5) Deborah Marriott Harrison and her spouse are managers of MCH Investments, LLC and trustees of the trusts which are the economic members of MCH Investments, LLC.

(6) Deborah Marriott Harrison and her spouse are managers of SMH Investments, LLC and trustees of the trust which is the economic member of SMH Investments, LLC.

(7) 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's spouse 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, if applicable, and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the legal and structural separation of Marriott Vacations Worldwide Corporation from Marriott International, Inc. (the "Spin-Off") and is fully vested based on service prior to the Spin-Off.

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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