

SHAW WILLIAM JOSEPH
Form 4
October 24, 2012

FORM 4

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

OMB APPROVAL

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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 *
SHAW WILLIAM JOSEPH

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)
10/22/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

ORLANDO, FL 32821

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/22/2012 | | M | | 9,907 A \$ 8.91 | 86,283.2 | D |
| Common Stock | 10/22/2012 | | M | | 9,907 A \$ 8.77 | 96,190.2 | D |
| Common Stock | 10/22/2012 | | S | | 19,814 D \$ 40.11 | 76,376.2 | D |

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

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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")) 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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