

MARRIOTT VACATIONS WORLDWIDE Corp
 Form 4
 February 18, 2015

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 *
MARRIOTT J W JR

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2015

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

10400 FERNWOOD ROAD

(Street)

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

BETHESDA, MD 20817

(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			
Restricted Stock Units	02/15/2015		M	V 1,836.5 D \$ 0 0		D	
Common Stock	02/15/2015		M	V 1,836.5 A \$ 0 155,620.3		D	
Common Stock	02/17/2015		F	935 D \$ 77.14 154,685.3		D	
Common Stock					171,019	I	Sp Trustee 1 ⁽¹⁾
Common Stock					2,002,797	I	JWMFE ⁽¹⁾ ₍₂₎

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Common Stock		32,349	I	JWM Associates LP ⁽¹⁾
Common Stock		28,252	I	Spouse ⁽¹⁾
Common Stock		1,322	I	Sp Trustee 2 ⁽¹⁾
Common Stock		833	I	Sp Trustee 4 ⁽¹⁾
Common Stock		1,967	I	Sp Trustee 5 ⁽¹⁾
Common Stock		1,967	I	Sp Trustee 6 ⁽¹⁾
Common Stock		1,021	I	Sp Trustee 7 ⁽¹⁾
Common Stock		2,982	I	Sp Trustee 8 ⁽¹⁾
Common Stock		3,299	I	Sp Trustee 10 ⁽¹⁾
Common Stock		25,000	I	Sp Trustee 11 ⁽¹⁾
Common Stock		50,391	I	Trustee 1 ⁽¹⁾
Common Stock		49,555	I	Trustee 4 ⁽¹⁾
Common Stock		45,767	I	Trustee 5 ⁽¹⁾
Common Stock		66,627	I	Trustee 7 ⁽¹⁾
Common Stock		79,582	I	Trustee 8 ⁽¹⁾

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.

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

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu Deriv Secur
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