

Harrison Deborah Marriott  
 Form 4  
 November 19, 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)  
 11/15/2012

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	11/15/2012		S		35,000	D	\$ 38.07 (1)	45,767	I	By 1965 Trusts (2)
Common Stock	11/16/2012		S		8,762	D	\$ 38.17 (3)	0	I	By SMH Investments, LLC (2) (4)
Common Stock	11/16/2012		S		8,114	D	\$ 38.16 (5)	0	I	By MCH Investments, LLC (2) (6)
Common Stock	11/16/2012		S		898	D	\$ 38.1 (7)	0	I	By Trustee 4 (2)

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Common Stock	11/16/2012		S	6,791	D	\$ 38.09 (8)	0	I	By Trustee 7 (2)
Common Stock	11/16/2012		S	6,558	D	\$ 38.05 (9)	0	I	By Trustee 8 (2)
Common Stock	11/16/2012		S	5,873	D	\$ 37.96 (10)	0	I	By Trustee 9 (2)
Common Stock							8,149.1	D	
Common Stock							38,500	I	By 2011 GRAT (2)
Common Stock							9,343.5	I	By Spouse (2)
Common Stock							69,586	I	By 1974 Trusts (2)
Common Stock							1,082,798	I	By JWMFE, Inc. (2) (11)
Common Stock							919,999	I	By TVP, LP (2) (12)
Common Stock							361	I	By Trustee 10 (2)
Common Stock							141	I	By Trustee 11 (2)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code V	(A) (D)	Title			

Date	Expiration	Amount
Exercisable	Date	or
		Number
		of
		Shares

## 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

11/19/2012

\_\_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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.03 to \$38.19. 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.
  - (2) 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 \$38.17 to \$38.20. 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) 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.
 

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.09 to \$38.22. 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.
  - (4) 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.
 

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.07 to \$38.12. 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.
  - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$38.08 to \$38.12. 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.
  - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.94 to \$38.11. 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

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regarding the number of shares sold at each separate price within such range.

- (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.95 to \$38.00. 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.

- (11) 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.

- (12) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.

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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