

MARRIOTT VACATIONS WORLDWIDE Corp
 Form 4
 January 14, 2014

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 *
 Marriott Juliana B.

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)
 10400 FERNWOOD ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/25/2013

____ Director
 ____ Officer (give title below) Other (specify below)
 13D Group owning more than 10%

BETHESDA, MD 20817

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)			
			Code	V	Amount	(D)	Price			
Common Stock	11/25/2013		S	V	30,344	D	\$ 51.61 (1)	76,243.4	I	Estate of Stephen G. Marriott (2)
Common Stock	11/26/2013		S	V	12,000	D	\$ 51.88 (3)	64,243.4	I	Estate of Stephen G. Marriott (2)
Common Stock	12/20/2013		G	V	1,450	D	\$ 0	62,793.4	I	Estate of Stephen

									G. Marriott (2)	
Common Stock	12/20/2013		G	V	1,450	A	\$ 0	1,450	I	Trustee 5 (2)
Common Stock	12/20/2013		G	V	1,450	D	\$ 0	0	I	Trustee 5 (2)
Common Stock	12/20/2013		G	V	1,450	A	\$ 0	5,820	D	
Common Stock	12/20/2013		G	V	1,450	D	\$ 0	4,370	D	
Common Stock								2,002,797	I	JWMFE (4)
Common Stock								1,322	I	Trustee 1 for Trust f/b/o child (2)
Common Stock								2,982	I	Trustee 2 for Trust f/b/o child (2)
Common Stock								833	I	Trustee 3 for Trust f/b/o child (2)
Common Stock								3,299	I	Trustee 4 for Trust f/b/o child (2)

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 (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	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. Nu
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of (D)
(Instr. 3,
4, and 5)

(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Marriott Juliana B. 10400 FERNWOOD ROAD BETHESDA, MD 20817				13D Group owning more than 10%

Signatures

Juliana B. Marriott, Personal Representative of the Estate of Stephen Garff Marriott, Deceased	01/13/2014
**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 \$51.18 to \$51.77 per share. 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 \$51.45 to \$52.23 per share. 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) Consists of 919,999 shares held by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., 290,402 shares held by Terrapin Limited Holdings, LLC, whose sole member is JWM Family Enterprises, L.P., 47,500 shares held by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P., and 744,896 shares held by JWM Family Enterprises, L.P.
 - (4) JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P. The Reporting Person is the Personal Representative of the Estate of Stephen Garff Marriott, which is a voting stockholder of JWM Family Enterprises, Inc., and J.W. Marriott, Jr., John W. Marriott, III, Deborah Marriott Harrison, Stephen Blake Marriott and David Sheets Marriott are each directors of JWM Family Enterprises, Inc.

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.