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MARRIOTT VACATIONS WORLDWIDE Corp

Form 4

February 20, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

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obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MARRIOTT J W JR

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

MARRIOTT VACATIONS WORLDWIDE Corp [VAC]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

_X__ 10% Owner Director _ Other (specify Officer (give title

(Month/Day/Year) 02/15/2014

10400 FERNWOOD ROAD

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BETHESDA, MD 20817

(City)	(State)	(Zip) Tab	le I - N	on-I	Derivative S	Securi	ties Acqu	ired, Disposed of	f, or Beneficia	ally Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securiti on(A) or Dis (Instr. 3, 4	posed and 5	of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Restricted Stock Units	02/15/2014		M	V	4,499.6	D	\$ 0	1,836.5	D	
Common Stock	02/15/2014		M	V	4,499.6	A	\$ 0	315,754.8	D	
Common Stock	02/18/2014		F		2,291	D	\$ 50.43	313,463.8	D	
Common Stock								2,002,797	I	JWMFE (1) (2)
Common Stock								32,349	I	JWM Associates

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			LP (1)
Common Stock	28,252	I	Spouse (1)
Common Stock	199,144	I	Sp Trustee 1 (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
Common Stock	49,555	I	Trustee 4 <u>(1)</u>
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.

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SEC 1474

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber	Expiration Date	Amount of	Derivative	Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr	
			Code V	4, and 5) (A) (D)		*	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MARRIOTT J W JR							
10400 FERNWOOD ROAD		X					
BETHESDA, MD 20817							

Signatures

/s/ Catherine Meeker,
Attorney-In-Fact
02/20/2014

**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 reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - 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., 744,896 shares held by JWM
- (2) Family Enterprises, L.P., and 47,500 shares held by Anchorage Partners, L.P., whose sole general partner is 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 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.

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