

MARRIOTT VACATIONS WORLDWIDE Corp  
 Form 4  
 January 14, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| 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.<br>Marriott<br>(2) |  |
|--------------|------------|--|---|---|-------|---|------|-----------|-----------------------|--|
| Common Stock | 12/20/2013 |  | G | V | 1,450 | A | \$ 0 | 1,450     | I                     | Trustee 5<br>(2)                             |
| Common Stock | 12/20/2013 |  | G | V | 1,450 | D | \$ 0 | 0         | I                     | Trustee 5<br>(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<br>(4)                                 |
| Common Stock |            |  |   |   |       |   |      | 1,322     | I                     | Trustee 1<br>for Trust<br>f/b/o child<br>(2) |
| Common Stock |            |  |   |   |       |   |      | 2,982     | I                     | Trustee 2<br>for Trust<br>f/b/o child<br>(2) |
| Common Stock |            |  |   |   |       |   |      | 833       | I                     | Trustee 3<br>for Trust<br>f/b/o child<br>(2) |
| Common Stock |            |  |   |   |       |   |      | 3,299     | I                     | Trustee 4<br>for Trust<br>f/b/o child<br>(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.**

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 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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

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

(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

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

## Signatures

|   |            |
|---|------------|
| Juliana B. Marriott, Personal Representative of the Estate of Stephen Garff Marriott,<br>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.