

Marriott Stephen G
Form 3
November 30, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Marriott Stephen G</p> <p>(Last) (First) (Middle)</p> <p>10400 FERNWOOD ROAD</p> <p>(Street)</p> <p>BETHESDA, MD 20817</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/21/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Marriott Vacations Worldwide Corp [VAC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>13D Group Owning More Than 10%</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|--|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 105,267 | D | Â |
| Common Stock | 79,582 | I | 1965 Trusts ⁽¹⁾ |
| Common Stock | 55,825 | I | 1974 Trusts ⁽¹⁾ |
| Common Stock | 4,370 | D | Â |
| Common Stock | 1,082,798 | I | JWMFE, Inc. ⁽¹⁾ ⁽²⁾ |
| Common Stock | 919,999 | I | TPV, LP ⁽¹⁾ ⁽³⁾ |
| Common Stock | 1,322 | I | Sp Trustee 1 for Trust f/b/o his child ⁽¹⁾ |
| Common Stock | 1,668 | I | Sp Trustee 2 for Trust f/b/o his child ⁽¹⁾ |
| Common Stock | 1,668 | I ⁽¹⁾ | Sp Trustee 3 for Trust f/b/o his child |

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| | | | |
|------------------------|-------|--------------|--|
| Common Stock | 7,982 | I | Trustee 1 of Trust f/b/o his child <u>(1)</u> |
| Common Stock | 7,541 | I | Trustee 2 of Trust f/b/o his child <u>(1)</u> |
| Common Stock | 6,599 | I | Trustee 3 of Trust f/b/o his child <u>(1)</u> |
| Deferred Bonus Stock | 8.1 | D <u>(4)</u> | Â |
| Deferred Bonus Stock | 9.9 | D <u>(4)</u> | Â |
| Deferred Bonus Stock | 23.4 | D <u>(4)</u> | Â |
| Restricted Stock Units | 61.6 | D <u>(5)</u> | Â |
| Restricted Stock Units | 243.3 | D <u>(5)</u> | Â |
| Restricted Stock Units | 214.4 | D <u>(5)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--------------------|--|----------------------------------|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |
| Stock Appreciation Rights | Â <u>(6)</u> | 02/13/2016 | Common Stock | 343 | \$ <u>(7)</u> | D | Â |
| Stock Appreciation Rights | Â <u>(6)</u> | 02/12/2017 | Common Stock | 399 | \$ <u>(7)</u> | D | Â |
| Stock Appreciation Rights | Â <u>(5)</u> | 02/19/2018 | Common Stock | 680 | \$ <u>(7)</u> | D | Â |
| Stock Appreciation Rights | Â <u>(5)</u> | 08/07/2018 | Common Stock | 1,686 | \$ <u>(7)</u> | D | Â |
| Stock Appreciation Rights | Â <u>(5)</u> | 02/16/2020 | Common Stock | 848 | \$ <u>(7)</u> | D | Â |
| Stock Appreciation Rights | Â <u>(5)</u> | 02/17/2021 | Common Stock | 555 | \$ <u>(7)</u> | D | Â |
| Stock Options | Â <u>(6)</u> | 11/06/2012 | Common Stock | 462 | \$ <u>(7)</u> | D | Â |

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| | | | | | | | |
|---------------|-------|------------|--------------|-------|--------|---|---|
| Stock Options | Â (6) | 11/06/2012 | Common Stock | 462 | \$ (7) | D | Â |
| Stock Options | Â (6) | 11/05/2013 | Common Stock | 1,488 | \$ (7) | D | Â |
| Stock Options | Â (6) | 11/04/2014 | Common Stock | 1,440 | \$ (7) | D | Â |
| Stock Options | Â (6) | 02/06/2013 | Common Stock | 2,010 | \$ (7) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Marriott Stephen G 10400 FERNWOOD ROAD BETHESDA,Â MDÂ 20817 | Â | Â | Â | 13D Group Owning More Than 10% |

Signatures

/s/ Catherine Meeker,
Attorney-In-Fact

11/30/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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.
Represents shares held by JWM Family Enterprises, L.P. JWM Marriott 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.
 - (2) Represents shares held by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.
 - (3) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution provisions of an award granted to the reporting person under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the legal and structural separation of the issuer from Marriott International, Inc. (the "Spin Off")) and vest pro rata following the date such Marriott International, Inc. award was initially granted until the reporting person reaches the age of sixty-five.
 - (4) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution provisions of an award granted to the reporting person under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vest in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.
 - (5) Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution provisions of an award granted to the reporting person under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and is fully vested based on service prior to the Spin-Off.
 - (6) The adjusted exercise prices have not been determined as of the date of this filing.
 - (7) The adjusted exercise prices have not been determined as of the date of this filing.

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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