Harrison Deborah Marriott Form 4/A March 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

Harrison Deborah Marriott		Symbol Marriott Vacations Worldwide Corp					C	Issuer				
			[VAC]						(Check all applicable)			
(Month/I		3. Date of (Month/Date 02/15/20	ay/Year		nsaction			_X_ Director 10% Owner Officer (give titleX_ Other (specify below)				
		ndment, Date Original th/Day/Year) 012					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	Securi	ties Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	emed on Date, if Day/Year)	3. Transa Code (Instr.	8)	4. Securi n(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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	02/15/2012			M	V	267.1	A	\$0	7,242.1 (1)	D		
Common Stock	02/15/2012			F		93	D	\$ 22.52	7,149.1 <u>(1)</u>	D		
Restricted Stock Units	02/15/2012			M	V	267.1	D	\$ 0	433.1	D		
Common Stock	02/15/2012			M	V	336.6	A	\$ 0	9,460.5 (2)	I	By Spouse (3)	
Common Stock	02/15/2012			F		117	D	\$ 22.52	9,343.5 (2)	I	By Spouse (3)	

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Restricted Stock Units	02/15/2012	M	V	336.0	5	D	\$0	489.9	I	By Spouse
Common Stock								38,500	I	By 2011 GRAT (3)
Common Stock								80,767	I	By 1965 Trusts (3)
Common Stock								69,586	I	By 1974 Trusts (3)
Common Stock								1,082,798	I	By JWMFE, Inc. (3) (4)
Common Stock								919,999	I	By TVP, LP (3) (5)
Common Stock								1,917	I	By Trustee 2
Common Stock								898	I	By Trustee 4
Common Stock								8,762	I	By Trustee 5
Common Stock								6,197	I	By Trustee 6
Common Stock								6,791	I	By Trustee 7
Common Stock								6,558	I	By Trustee 8
Common Stock								5,873	I	By Trustee 9
Common Stock								361	I	By Trustee 10
Common Stock								141	I	By Trustee 11

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 (9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amaunt		
						Date	Expiration				
						Exercisable Date	Date				
				Code V	(A) (D)						
				Code V	4, and 5)		•	Title	Amount 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
03/20/2012

**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) This amended Form 4 is being filed to include 138 shares of Common Stock that were inadvertently omitted from the reporting person's original Form 4.
- (2) This amended Form 4 is being filed to include 203 shares of Common Stock that were inadvertently omitted from the reporting person's original Form 4.
- (3) The reporting person disclaims beneficial ownership of the reported securities except to the extent of her pecuniary interest therein.
 - Represents shares held by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family
- (4) 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.
- (5) 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.

Reporting Owners 3

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