

KINCAID RICHARD D  
Form 4  
September 22, 2011

**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 \*  
**KINCAID RICHARD D**  
  
(Last) (First) (Middle)  
  
**C/O VAIL RESORTS, INC., 390  
INTERLOCKEN CRESCENT**  
  
(Street)  
  
**BROOMFIELD, CO 80021**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**VAIL RESORTS INC [MTN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**09/20/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 09/21/2011                           |  | M                              | (A) or (D)<br>A   | 3,427<br>(3) \$ 0 19,452  | D  |                                   |

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)**

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| 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 of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |              |     |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|-----|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date                                   | Title        |     |
|  |  |                                      |  |                                |   |  |   |              |     |
|  |  |                                      |  |                                |   | Code   | V   | (A)          | (D) |
| Restricted Share Unit                      | \$ 0 <sup>(1)</sup>                                    | 09/20/2011                           |  | A                              | 3,485   | 09/20/2012 <sup>(2)</sup>                                | 09/20/2012 <sup>(2)</sup>                         | Common Stock |     |
| Restricted Share Unit                      | \$ 0 <sup>(1)</sup>                                    | 09/21/2011                           |  | M                              | 3,427   | 09/21/2011 <sup>(3)</sup>                                | 09/21/2011 <sup>(3)</sup>                         | Common Stock |     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KINCAID RICHARD D<br>C/O VAIL RESORTS, INC.<br>390 INTERLOCKEN CRESCENT<br>BROOMFIELD, CO 80021 |               | X         |         |       |

## Signatures

Adam Averbach by Power of Attorney  
 09/22/2011  
 \*\*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) Each Restricted Share Unit represents a contingent right to receive one share of common stock.
- (2) On September 20, 2011, Reporting Person was granted 3,485 Restricted Share Units which vest in one installment on the first anniversary of the grant date.
- (3) On September 21, 2010, Reporting Person was granted 3,427 Restricted Share Units which vest in one installment on the first anniversary of the grant date.

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.