

Marriott Vacations Worldwide Corp  
 Form 3/A  
 December 19, 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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
MARRIOTT J W JR		(Month/Day/Year)	Marriott Vacations Worldwide Corp [VAC]	
(Last)	(First)	(Middle)	11/21/2011	
10400 FERNWOOD ROAD		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		11/30/2011
BETHESDA, MD 20817		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below)    (specify below) 13D Group Owning More Than 10%		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

**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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**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)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

(Instr. 5)

Stock Appreciation Rights	Â (1)	02/19/2018	Common Stock	44,730	\$ 20.41	D	Â
Stock Appreciation Rights	Â (1)	02/16/2020	Common Stock	27,858	\$ 15.5	D	Â
Stock Appreciation Rights	Â (1)	02/17/2021	Common Stock	19,023	\$ 23.46	D	Â
Stock Options	Â (2)	11/06/2012	Common Stock	13,760	\$ 8.77	D	Â
Stock Options	Â (2)	11/06/2012	Common Stock	13,760	\$ 8.91	D	Â
Stock Options	Â (2)	11/05/2013	Common Stock	38,400	\$ 8.1	D	Â
Stock Options	Â (2)	11/04/2014	Common Stock	60,000	\$ 9.52	D	Â
Stock Options	Â (2)	02/19/2012	Common Stock	80,000	\$ 10.82	D	Â
Stock Options	Â (2)	02/06/2013	Common Stock	113,000	\$ 8.68	D	Â
Stock Options	Â (2)	02/05/2014	Common Stock	65,880	\$ 13.1	D	Â
Stock Options	Â (2)	02/10/2015	Common Stock	24,600	\$ 18.47	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817	Â	Â X	Â	13D Group Owning More Than 10%

## Signatures

/s/ Catherine Meeker,  
Attorney-In-Fact

12/19/2011

\_\_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) 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

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separation of the issuer from Marriott International, Inc. (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.

- (2) 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.

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### Remarks:

ThisÂ amendedÂ FormÂ 3Â isÂ beingÂ filedÂ solelyÂ toÂ addÂ theÂ exerciseÂ pricesÂ ofÂ theÂ reportingÂ person'sÂ de

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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