

MARRIOTT VACATIONS WORLDWIDE Corp

Form 4

January 14, 2014

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(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 \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
13D Group owning more than 10%

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

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

BETHESDA, MD 20817

(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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|------------|---------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) | Price                     |                                                                                               |                                                          |                                                       |
| Common Stock                    | 11/25/2013                           |                                                    | S                              | V                                                                 | 30,344 | D          | \$<br>51.61<br><u>(1)</u> | 76,243.4                                                                                      | I                                                        | Estate of Stephen G. Marriott <u>(2)</u>              |
| Common Stock                    | 11/26/2013                           |                                                    | S                              | V                                                                 | 12,000 | D          | \$<br>51.88<br><u>(3)</u> | 64,243.4                                                                                      | I                                                        | Estate of Stephen G. Marriott <u>(2)</u>              |
| Common Stock                    | 12/20/2013                           |                                                    | G                              | V                                                                 | 1,450  | D          | \$ 0                      | 62,793.4                                                                                      | I                                                        | Estate of Stephen                                     |

|                 |            |  |     |       |   |      |           |   |                                              |
|-----------------|------------|--|-----|-------|---|------|-----------|---|----------------------------------------------|
|                 |            |  |     |       |   |      |           |   | G.<br>Marriott<br>(2)                        |
| Common<br>Stock | 12/20/2013 |  | G V | 1,450 | A | \$ 0 | 1,450     | I | Trustee 5<br>(2)                             |
| Common<br>Stock | 12/20/2013 |  | G V | 1,450 | D | \$ 0 | 0         | I | Trustee 5<br>(2)                             |
| Common<br>Stock | 12/20/2013 |  | G V | 1,450 | A | \$ 0 | 5,820     | D |                                              |
| Common<br>Stock | 12/20/2013 |  | G V | 1,450 | D | \$ 0 | 4,370     | D |                                              |
| Common<br>Stock |            |  |     |       |   |      | 2,002,797 | I | JWMFE<br>(4)                                 |
| Common<br>Stock |            |  |     |       |   |      | 1,322     | I | Trustee 1<br>for Trust<br>f/b/o child<br>(2) |
| Common<br>Stock |            |  |     |       |   |      | 2,982     | I | Trustee 2<br>for Trust<br>f/b/o child<br>(2) |
| Common<br>Stock |            |  |     |       |   |      | 833       | I | Trustee 3<br>for Trust<br>f/b/o child<br>(2) |
| Common<br>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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repor<br>Trans |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------|
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------|

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.  
10400 FERNWOOD ROAD  
BETHESDA, MD 20817

13D Group owning more than 10%

## Signatures

Juliana B. Marriott, Personal Representative of the Estate of Stephen Garff Marriott,  
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.

(3) 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.

(4) 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. 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.

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