

MARRIOTT VACATIONS WORLDWIDE Corp
 Form 4
 June 05, 2015

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 *
WEISZ STEPHEN P

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)
6649 WESTWOOD BLVD.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2015

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

ORLANDO, FL 32821

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

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

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or Price (D)		
Common Stock	06/03/2015		M		1,655 A \$ 20.41	D	
Common Stock	06/03/2015		M		2,683 A \$ 15.77	D	
Common Stock	06/03/2015		M		3,009 A \$ 15.5	D	
Common Stock	06/03/2015		F		3,083 D \$ 90.24	D	
Common Stock	06/03/2015		S		4,264 D \$ 90.21	D	

Common Stock 19,500 I SPW 2015 GRAT

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

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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 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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Right	\$ 20.41	06/03/2015		M	2,139	(2) 02/19/2018	Common Stock	2,139
Stock Appreciation Right	\$ 15.77	06/03/2015		M	3,252	(2) 08/07/2018	Common Stock	3,252
Stock Appreciation Right	\$ 15.5	06/03/2015		M	3,634	(2) 02/16/2020	Common Stock	3,634

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WEISZ STEPHEN P 6649 WESTWOOD BLVD. ORLANDO, FL 32821	X		President & CEO	

Signatures

/s/ Catherine Meeker,
Attorney-in-Fact 06/05/2015

**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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$90.16 to \$90.23. The reporting person undertakes to provide to Marriott Vacations Worldwide Corporation, any security holder of Marriott

(1) 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.

Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the antidilution 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, if applicable, and

(2) 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.) and vests in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.

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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