

MARRIOTT VACATIONS WORLDWIDE Corp
 Form 5
 February 09, 2016

FORM 5

**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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MARRIOTT J W JR

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 01/01/2016

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

10400 FERNWOOD ROAD

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BETHESDA, MD 20817

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) | (A) or (D) | Amount | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------|------------------------|--|--|-----------------------------------|
| Common Stock | 11/05/2015 | Â | G | 25,000 | D | \$ 0 | 133,443 ⁽¹⁾ | I | JWM JR Lifetime Trust | |
| Common Stock | Â | Â | Â | Â | Â | Â | 28,576 ⁽²⁾ | I | DGM Lifetime Trust ⁽³⁾ | |
| Common Stock | Â | Â | Â | Â | Â | Â | 171,019 | I | Sp Trustee 1 ⁽³⁾ | |
| | Â | Â | Â | Â | Â | Â | 2,002,797 | I | | |

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| | | | | | | | | | |
|--------------|---|---|---|---|---|---|--------|---|----------------------|
| Common Stock | | | | | | | | | JWMFE (3) (4) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,322 | I | Sp Trustee 2 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 833 | I | Sp Trustee 4 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,967 | I | Sp Trustee 5 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,967 | I | Sp Trustee 6 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 1,021 | I | Sp Trustee 7 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,982 | I | Sp Trustee 8 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 3,299 | I | Sp Trustee 10 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 25,000 | I | Sp Trustee 11 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 50,391 | I | Trustee 1 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 49,555 | I | Trustee 4 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 45,767 | I | Trustee 5 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 66,627 | I | Trustee 7 (3) |
| Common Stock | Â | Â | Â | Â | Â | Â | 54,582 | I | Trustee 8 (3) |

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

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(9-02)

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, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|

4, and 5)

| | | | | | |
|-----|-----|-------------|------------|-------|--|
| | | Date | Expiration | Title | Amount or Number of Shares |
| (A) | (D) | Exercisable | Date | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARRIOTT J W JR 10400 FERNWOOD ROAD BETHESDA, MD 20817 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Catherine Meeker,
Attorney-in-Fact

02/09/2016

____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) Reflects a change in the form of beneficial ownership of 158,443 shares from direct to indirect as a result of a transfer to a lifetime trust on November 4, 2015.
- (2) Reflects a transfer of 28,576 shares to a lifetime trust on November 16, 2015.
- (3) The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein. 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., 744,896 shares held by JWM Family Enterprises, L.P., and 47,500 shares held by Anchorage Partners, L.P., whose sole general partner is JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P. 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 provided 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.