

SHAW WILLIAM JOSEPH
Form 4/A
December 19, 2011

FORM 4

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

OMB APPROVAL

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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 *
SHAW WILLIAM JOSEPH

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)
11/30/2011

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

ORLANDO, FL 32821

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/30/2011

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)
				(A) or (D)	Price		
				Code	V	Amount	

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Right	\$ 20.41						<u>(1)</u>	07/01/2016	Common Stock	19,448
Stock Appreciation Right	\$ 8.42						<u>(1)</u>	07/01/2016	Common Stock	28,090
Stock Appreciation Right	\$ 15.5						<u>(1)</u>	07/01/2016	Common Stock	13,827
Stock Option (Right to Buy)	\$ 8.77						<u>(2)</u>	11/06/2012	Common Stock	9,907
Stock Option (Right to Buy)	\$ 8.91						<u>(2)</u>	11/06/2012	Common Stock	9,907
Stock Option (Right to Buy)	\$ 8.1						<u>(2)</u>	11/05/2013	Common Stock	26,400
Stock Option (Right to Buy)	\$ 9.52						<u>(2)</u>	11/04/2014	Common Stock	25,000
Stock Option (Right to Buy)	\$ 10.82						<u>(2)</u>	02/19/2012	Common Stock	35,000
Stock Option (Right to Buy)	\$ 8.68						<u>(2)</u>	02/06/2013	Common Stock	50,000
Stock Option (Right to Buy)	\$ 13.1						<u>(2)</u>	02/05/2014	Common Stock	29,648
Stock Option (Right to Buy)	\$ 18.47						<u>(2)</u>	02/10/2015	Common Stock	11,060

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAW WILLIAM JOSEPH 6649 WESTWOOD BLVD. ORLANDO, FL 32821		X		

Signatures

/s/ Catherine Meeker, 12/19/2011
 Attorney-In-Fact

 **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) 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 the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vests 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 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 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.

Remarks:

This amended Form 4 is being filed solely to add the exercise prices of the reporting person's derivative securities disclosed on

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.