Smith Dwight D. Form 4 November 30, 2011

FORM 4 UNITED STATES SECUDITIES AND EXCHANCE COMMISSION						OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							3235-0287		
Check this if no longe	r		,			Number: Expires:	January 31, 2005		
subject to Section 16 Form 4 or	STATEMI	ENT OF CHAN	NERSHIP OF	Estimated a burden hou response	average rs per				
Form 5 obligations may continue See Instruction.	Section 17(a)) of the Public Uti	6(a) of the Securitie ility Holding Comp vestment Company	oany Act o	f 1935 or Section	·			
(Print or Type Re	esponses)								
1. Name and Ad Smith Dwigh	dress of Reporting Pott D.	Symbol	•			5. Relationship of Reporting Person(s) to Issuer			
		Marriott [VAC]	Vacations Worldw	ide Corp	(Check all applicable)				
(Last)	(First) (Mi	iddle) 3. Date of (Month/Da 11/30/20	·		Director X Officer (give below)	titleOtho	Owner er (specify		
0017 WEST					Sr. VP & CIO 6. Individual or Joint/Group Filing(Check				
ORLANDO,	(Street) FL 32821		ndment, Date Original th/Day/Year)		Applicable Line) _X_ Form filed by O Form filed by M Person	One Reporting Pe	erson		
(City)	(State) (Z	Zip) Table	e I - Non-Derivative So	ecurities Acc	quired, Disposed of	f, or Beneficial	ly Owned		
(Instr. 3) any		Execution Date, if	3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3,	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common			Code V Amount	(D) Price	(Instr. 3 and 4) 1,660 (1)	D			
Stock					1,000 🔀	D			
Restricted Stock Units					70.4 (1) (2)	D			
Restricted Stock Units					182.2 (1) (2)	D			
Restricted Stock Units					305.7 (1) (2)	D			
Restricted Stock Units					294 (1) (2)	D			

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Deferred Bonus Stock	5.6 (1) (3)	D
Deferred Bonus Stock	6 (1) (3)	D
Deferred Bonus Stock	3.2 (1) (4)	D
Deferred Bonus Stock	30.4 (1) (4)	D

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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)	4. Transac Code (Instr. 8	5. tionNumber of) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title Amour Underl Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)
			Code '	V (A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
Smith Dwight D.							
6640 WESTWOOD DLVD			Cr. VD & CIO				

6649 WESTWOOD BLVD.

Sr. VP & CIO

ORLANDO, FL 32821

Signatures

/s/ Catherine Meeker,
Attorney-In-Fact
11/30/2011

**Signature of Reporting Person Date

Reporting Owners 2

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).
- This Form 4 is being filed voluntarily to report the reporting person's holdings of the issuer's securities following the legal and structural separation of the issuer from Marriott International, Inc. (the "Spin-Off"). All holdings were acquired in the Spin-Off as a result of holdings of Marriott International, Inc. in transactions that are exempt pursuant to Rule 16a-9 and that were approved by the issuer's Board of Directors.
 - 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
- (2) 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.
 - 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
- (3) 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 pro rata following the date such Marriott International, Inc. award was initially granted until the reporting person reaches the age of sixty-five.
 - 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
- (4) 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.

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.