

Marriott Stephen G
Form 3/A
December 19, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Marriott Stephen G | | (Month/Day/Year) | Marriott Vacations Worldwide Corp [VAC] | |
| (Last) | (First) | (Middle) | 11/21/2011 | |
| 10400 FERNWOOD ROAD | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | (Check all applicable) | | |
| BETHESDA, Â MD Â 20817 | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) <input type="checkbox"/> 13D Group Owning More Than 10% | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 11/30/2011 | |
| | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | | |
| | | <input type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|---------------------------|-------|------------|--------------|-------|----------|---|---|
| Stock Appreciation Rights | Â (1) | 02/13/2016 | Common Stock | 343 | \$ 19.8 | D | Â |
| Stock Appreciation Rights | Â (1) | 02/12/2017 | Common Stock | 399 | \$ 28.16 | D | Â |
| Stock Appreciation Rights | Â (2) | 02/19/2018 | Common Stock | 680 | \$ 20.41 | D | Â |
| Stock Appreciation Rights | Â (2) | 08/07/2018 | Common Stock | 1,686 | \$ 15.77 | D | Â |
| Stock Appreciation Rights | Â (2) | 02/16/2020 | Common Stock | 848 | \$ 15.5 | D | Â |
| Stock Appreciation Rights | Â (2) | 02/17/2021 | Common Stock | 555 | \$ 23.46 | D | Â |
| Stock Options | Â (1) | 11/06/2012 | Common Stock | 462 | \$ 8.77 | D | Â |
| Stock Options | Â (1) | 11/06/2012 | Common Stock | 462 | \$ 8.91 | D | Â |
| Stock Options | Â (1) | 11/05/2013 | Common Stock | 1,488 | \$ 8.1 | D | Â |
| Stock Options | Â (1) | 11/04/2014 | Common Stock | 1,440 | \$ 9.52 | D | Â |
| Stock Options | Â (1) | 02/06/2013 | Common Stock | 2,010 | \$ 8.68 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------------------|
| | Director | 10% Owner | Officer | Other |
| Marriott Stephen G 10400 FERNWOOD ROAD BETHESDA, MD 20817 | Â | Â | Â | 13D Group Owning More Than 10% |

Signatures

/s/ Catherine Meeker,
Attorney-In-Fact

12/19/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 anti-dilution 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 and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the legal and structural

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separation of the issuer from Marriott International, Inc. (the "Spin-Off")) and is fully vested based on service prior to the Spin-Off.

- Issued under the Marriott Vacations Worldwide Corporation Stock and Cash Incentive Plan pursuant to the anti-dilution provisions of an award granted to the reporting person under the Marriott International, Inc. Stock and Cash Incentive Plan, which award has
- (2) substantially the same terms as the Marriott International, Inc. award to which it relates (other than with respect to the exercise price and the number and type of shares covered thereby, which were adjusted based on the distribution ratio in the Spin-Off) and vest in four equal installments over the four-year period following the date such Marriott International, Inc. award was initially granted.

Â

Remarks:

ThisÂ amendedÂ FormÂ 3Â isÂ beingÂ filedÂ solelyÂ toÂ addÂ theÂ exerciseÂ pricesÂ ofÂ theÂ reportingÂ person'sÂ de

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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