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MARRIOTT VACATIONS WORLDWIDE CORP

Reported by

MILLER BRIAN E.

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/17/12 for the Period Ending 02/15/12

Address	6649 WESTWOOD BLVD. ORLANDO, FL 32821
Telephone	407-206-6000
CIK	0001524358
Symbol	VAC
SIC Code	6531 - Real Estate Agents and Managers
Industry	Real Estate Operations
Sector	Services
Fiscal Year	12/30

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Miller Brian E.	**Marriott Vacations Worldwide Corp [VAC]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **6649 WESTWOOD BLVD.**	3. Date of Earliest Transaction (MM/DD/YYYY) **2/15/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **ExecVP,Chief Sales&Mkting Off.**
(Street) **ORLANDO, FL 32821** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	**2/15/2012**		**M**	**V**	**631.5**	**A**	**$ 0**	**685.5**	**D**	
Common Stock	**2/15/2012**		**F**		**169**	**D**	**$22.52**	**516.5**	**D**	
Restricted Stock Units	**2/15/2012**		**M**	**V**	**631.5**	**D**	**$ 0**	**11274.4**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Miller Brian E. **6649 WESTWOOD BLVD.** **ORLANDO, FL 32821**			**ExecVP,Chief Sales&Mkting Off.**	

Signatures

/s/ Catherine Meeker, Attorney-In-Fact **2/17/2012**

** Signature of Reporting Person — Date

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

***** 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.