

Marriott Vacations Worldwide Corp
Form SC 13D
November 30, 2011

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

SCHEDULE 13D

Information to be included in statements filed pursuant to Rule 13d-1(a) and amendments thereto filed pursuant to Rule 13d-2(a)

Under the Securities Exchange Act of 1934

MARRIOTT VACATIONS WORLDWIDE CORPORATION
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

57164Y 10 7
(CUSIP Number)

Ralph W. Hardy, Jr.
Dow Lohnes PLLC
1200 New Hampshire Avenue, N.W.
Washington, D.C. 20036 (202) 776-2000
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

November 21, 2011
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 JWM Family Enterprises, Inc.
 52-1823618

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

0

NUMBER OF	7	SOLE VOTING POWER	
SHARES		SHARED VOTING POWER	2,002,797*
BENEFICIALLY	8		
OWNED BY			0
EACH	9	SOLE DISPOSITIVE	
REPORTING		POWER	
PERSON		SHARED DISPOSITIVE	2,002,797*
WITH	10	POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 2,002,797

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 5.9%**

14 TYPE OF REPORTING PERSON CO

* Consists of 919,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., and 1,082,798 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P.

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** The denominator is based on the 337,080,469 shares of Marriott International Class A common stock outstanding as of November 10, 2011, as reported by the transfer agent for Marriott International, and adjusted for the distribution of Marriott Vacations Worldwide common stock by dividing by ten and rounding down to the nearest whole share.

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1	NAME OF REPORTING PERSON		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)		
			JWM Family Enterprises, L.P. 52-1821926
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
	SEC USE ONLY		(b) <input type="checkbox"/>
3	SOURCE OF FUNDS		OO
4	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO		
5	ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		Delaware
			0
	7	SOLE VOTING POWER	
		SHARED VOTING POWER	2,002,797*
	8		
			0
	9	SOLE DISPOSITIVE	
		POWER	
		SHARED DISPOSITIVE	2,002,797*
	10	POWER	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
			2,002,797
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
			Not Applicable
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
			5.9%**
14	TYPE OF REPORTING PERSON		PN

* Consists of 919,999 shares owned by Thomas Point Ventures, L.P., whose sole general partner is JWM Family Enterprises, L.P., and 1,082,798 shares owned by JWM Family Enterprises, L.P. JWM Family Enterprises, Inc. is the sole general partner of JWM Family Enterprises, L.P.

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 J.W. Marriott, Jr.
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
 3 SEC USE ONLY
 4 SOURCE OF FUNDS OO
 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)
 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF	7	SOLE VOTING POWER	850,461*
SHARES		SHARED VOTING POWER	4,230,026**
BENEFICIALLY	8		
OWNED BY			850,461*
EACH	9	SOLE DISPOSITIVE	
REPORTING		POWER	
PERSON		SHARED DISPOSITIVE	4,230,026**
WITH	10	POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 5,080,487

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
 Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.9%***

14 TYPE OF REPORTING PERSON IN

* Consists of the following: (a) 288,307 shares held directly by J. W. Marriott, Jr.; (b) 152,000 shares held by two grantor retained annuity trusts; and (c) 410,154 shares subject to options to purchase Common Stock ("Options") and stock appreciation rights ("SARs") currently exercisable or exercisable within 60 days of November 10, 2011.

** Consists of the following: (a) 503,865 shares held by 16 trusts for the benefit of the children of J. W. Marriott, Jr. and the children of Richard E. Marriott, for which J. W. Marriott, Jr. serves as a co-trustee; (b) 897,550 shares owned

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by The J. Willard & Alice S. Marriott Foundation, a charitable foundation, for which J.W. Marriott, Jr. serves as a co-trustee; (c) 521,568 shares held by a charitable annuity trust created by the will of J. Willard Marriott, Sr., in which the descendants of J.W. Marriott, Jr. have a remainder interest and for which he serves as a co-trustee; (d) 1,700 shares held by a trust established for the benefit of J.W. Marriott Jr., for which Richard E. Marriott serves as trustee; (e) 1,082,798 shares owned by JWM Family Enterprises, L.P., whose general partner is a corporation of which J.W. Marriott, Jr. is a director; (f) 919,999 shares owned by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.;

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(g) 32,349 shares owned by JWM Associates Limited Partnership, in which J.W. Marriott, Jr. is a general partner; (h) 192,465 shares held by four trusts for the benefit of J. W. Marriott, Jr.'s children, for which J.W. Marriott, Jr.'s wife and an unrelated person serve as co-trustees (Mr. Marriott disclaims beneficial ownership of such shares); (i) 4,955 shares owned by three trusts for the benefit of John W. Marriott III's children, for which the spouses of John W. Marriott III and J.W. Marriott, Jr. serve as co-trustees (Mr. Marriott disclaims beneficial ownership of such shares); (j) 5,487 shares owned by the J. Willard Marriott Jr. Foundation, for which J.W. Marriott, Jr. and his wife serve as trustees; (k) 28,252 shares held by J. W. Marriott, Jr.'s wife (Mr. Marriott disclaims beneficial ownership of such shares); (l) 4,658 shares owned by three trusts for the benefit of Stephen Garff Marriott's children, for which the spouses of Stephen Garff Marriott and J.W. Marriott, Jr. serve as co-trustees (Mr. Marriott disclaims beneficial ownership of such shares); and (m) 34,380 shares held by a trust for the benefit of John W. Marriott III, for which J.W. Marriott, Jr.'s wife serves as a co-trustee (Mr. Marriott disclaims beneficial ownership of such shares).

*** The denominator is based on (a) the 337,080,469 shares of Marriott International Class A common stock outstanding as of November 10, 2011, as reported by the transfer agent for Marriott International, and adjusted for the distribution of Marriott Vacations Worldwide common stock by dividing by ten and rounding down to the nearest whole share and (b) 410,154 shares subject to Options and SARs exercisable within 60 days of November 10, 2011.

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) John W. Marriott III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
 ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION United States of America

NUMBER OF	7	SOLE VOTING POWER	76,132*
SHARES		SHARED VOTING POWER	2,145,725**
BENEFICIALLY	8		
OWNED BY			76,132*
EACH	9	SOLE DISPOSITIVE	
REPORTING		POWER	
PERSON		SHARED DISPOSITIVE	2,145,725**
WITH	10	POWER	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,221,857

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

Not Applicable

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.6%***

14 TYPE OF REPORTING PERSON IN

* Consists of 77,132 shares held directly by John W. Marriott III.

** Consists of the following: (a) 1,082,798 shares owned by JWM Family Enterprises, L.P., whose general partner is a corporation of which John W. Marriott III is a director; (b) 919,999 shares owned by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.; (c) 32,349 shares owned by JWM Associates Limited Partnership, in which John W. Marriott III is a limited partner; (d) 34,380 shares held by a trust for the benefit of John

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W. Marriott III, for which J.W. Marriott, Jr.'s wife serves as a co-trustee; (e) 50,391 shares held by a trust for the benefit of John W. Marriott III, for which J.W. Marriott, Jr. and Richard E. Marriott serve as co-trustees; (f) 4,955 shares owned by three trusts for the benefit of John W. Marriott III's children, for which the spouses of

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John W. Marriott III and J.W. Marriott, Jr. serve as co-trustees; (g) 3,155 shares owned by John W. Marriott III's wife (Mr. Marriott disclaims beneficial ownership of such shares); and (h) 17,698 shares held as trustee of three trusts for the benefit of John W. Marriott III's children, for which John W. Marriott III serves as a co-trustee.

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1	NAME OF REPORTING PERSON		
	I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)		Deborah Marriott Harrison
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) <input type="checkbox"/>
			(b) <input type="checkbox"/>
3	SEC USE ONLY		
4	SOURCE OF FUNDS		OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		United States of America
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7 8 9 10	SOLE VOTING POWER 45,337* SHARED VOTING POWER 2,202,748** SOLE DISPOSITIVE POWER SHARED DISPOSITIVE POWER 2,202,748**
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,248,085		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
	Not Applicable		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	6.7%***		
14	TYPE OF REPORTING PERSON		IN

Consists of the following: (a) 6,837 shares held directly by Deborah Marriott Harrison; and (b) 38,500 shares held by a grantor retained annuity trust.

** Consists of the following: (a) 1,082,798 shares owned by JWM Family Enterprises, L.P., whose general partner is a corporation in which Deborah Marriott Harrison is a director; (b) 919,999 shares owned by Thomas Point Ventures, L.P., whose general partner is JWM Family Enterprises, L.P.; (c) 69,586 shares held by a trust for the benefit of

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Deborah Marriott Harrison, for which J.W. Marriott, Jr.'s wife and an unrelated person serve as co-trustees; (d) 80,767 shares held by two trusts for the benefit of Deborah Marriott Harrison, for which J.W. Marriott, Jr. and Richard E. Marriott serve as co-trustees; (e) 8,920 shares held directly by Deborah Marriott Harrison's husband, Ronald Taylor Harrison (Mrs. Harrison disclaims beneficial ownership of such shares); (f) 2,815 shares held in two trusts for the benefit of Deborah Marriott Harrison's children, for which

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Deborah Marriott Harrison, her husband and another individual serve as trustees; (g) 34,181 shares held in five trusts for the benefit of Deborah Marriott Harrison's children, for which Deborah Marriott Harrison, her husband and another individual serve as trustees; (h) 502 shares held by two trusts for the benefit of Deborah Marriott Harrison's grandchildren, for which Deborah Marriott Harrison, her husband and another individual serve as trustees; and (i) 3,180 shares subject to Options held by Deborah Marriott Harrison's husband, Ronald Taylor Harrison, currently exercisable or exercisable within 60 days of November 10, 2011 (Mrs. Harrison disclaims beneficial ownership of such shares).

*** The denominator is based on (a) the 337,080,469 shares of Marriott International Class A common stock outstanding as of November 10, 2011, as reported by the transfer agent for Marriott International, and adjusted for the distribution of Marriott Vacations Worldwide common stock by dividing by ten and rounding down to the nearest whole share and (b) 3,180 shares subject to Options exercisable within 60 days of November 10, 2011.