

MCCARTEN WILLIAM W
 Form 4
 September 05, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 MCCARTEN WILLIAM W

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)
 09/01/2018

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)

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		
Common Stock	09/01/2018		A	6 (1)	A (1)	6 (1) (2)	D

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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares
 Code V (A) (D)

Reporting Owners

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

Signatures

/s/ James H Hunter, IV, 09/05/2018
 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).
 Represents shares of common stock, \$0.01 par value per share ("Marriott Common Stock"), of Marriott Vacations Worldwide Corporation (the "Company") received as merger consideration (defined below) in exchange for 38 shares of common stock, \$0.01 par value per share ("ILG Common Stock"), of ILG, Inc. ("ILG"), in connection with the acquisition of ILG by the Company (the "merger"),
 (1) pursuant to the Agreement and Plan of Merger, dated as of April 30, 2018, by and among the Company, ILG, Ignite Holdco, Inc., Ignite Holdco Subsidiary, Inc., Volt Merger Sub, Inc., and Volt Merger Sub LLC (the "merger agreement"). As of the effective time of the merger on September 1, 2018 (the "Effective Time"), each share of ILG Common Stock automatically converted into the right to receive 0.165 shares of Marriott Common Stock and \$14.75 in cash, along with cash in lieu of any fractional share (the "merger consideration").
 (2) Mr. McCarten holds these shares of Marriott Common Stock as tenants in common with his spouse.

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.