KATZ ROBERT A

Form 4 October 03, 2011

FORM 4

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

OMB

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

SECURITIES

Estimated average burden hours per response... 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * KATZ ROBERT A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

VAIL RESORTS INC [MTN]

09/30/2011

(First) (Middle) (Last)

3. Date of Earliest Transaction (Month/Day/Year)

X Director 10% Owner _X__ Officer (give title _ Other (specify

(Check all applicable)

Chief Exec.Officer & Chairman

C/O VAIL RESORTS, INC., 390 INTERLOCKEN CRESCENT

(Street)

(Ctata)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

BROOMFIELD, CO 80021

(City)	(State)	Table	e I - Non-D	Perivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	(A) or			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)
Common Stock	09/30/2011		M	Amount 52,966 (2)	(D)	Price \$ 0	159,637	D	
Common Stock	09/30/2011		F	20,376 (3)	D	\$ 37.79	139,261	D	

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

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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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Restricted Share Unit	\$ 0 (1)	09/30/2011		M	52,966	09/30/2011(2)	09/30/2011(2)	Common Stock	52

Reporting Owners

Reporting Owner Name / Address	· · · · · · · • • • • · · · · • • • • · · · · · • • • • · · · · • • • • · · · · • • • • · · · · • • • • · · · • • • • · · · • • • • · · · · • • • • · · · • • • • · · · • • • • · · · • • • • • · · · · • • • • · · · • • • • • · · · · • • • • • · · · · • • • • · · · · • • • • · · · · • • • • · · · · · • • • • · · · · · • • • • · · · · · • • • • · · · · · · • • • • · · · · · · • • • • · · · · · · • • • • · · · · · · • • • • · · · · · · • • • • · · · · · · • • • • · · · · · · · • • • · · · · · · · • • • · · · · · · · • • • · · · · · · · · • • • · · · · · · · · · · · · · · • • ·					
	Director	10% Owner	Officer	Other		

KATZ ROBERT A C/O VAIL RESORTS, INC. 390 INTERLOCKEN CRESCENT BROOMFIELD, CO 80021

X

Chief Exec.Officer & Chairman

Relationships

Signatures

Kay Guthrie by Power of Attorney

10/03/2011

**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).
- (1) Each Restricted Share Unit represents a contingent right to receive one share of common stock.
- (2) On March 1, 2009, Reporting Person was granted 52,966 Restricted Share Units which vest in one installment on September 30, 2011.
- (3) 20,376 shares of common stock were withheld from the issuance of common stock to Reporting Person upon vesting of Restricted Share Units in order to satisfy the Reporting Person's obligations for payment of withholding and other taxes due in connection therewith.

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.

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