

O'Donnell James C.
Form 4
September 25, 2018

FORM 4

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

OMB APPROVAL

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

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 *
O'Donnell James C.

(Last) (First) (Middle)

390 INTERLOCKEN CRESCENT

(Street)

BROOMFIELD, CO 80021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VAIL RESORTS INC [MTN]

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Hospitality, Retail & RE

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/23/2018		M	424 ⁽¹⁾ A \$ 0	3,391	D	
Common Stock	09/23/2018		F	123 ⁽²⁾ D \$ 282.24	3,268	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)

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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. 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)
Restricted Share Unit	\$ 0	09/23/2018		M	424	(1) (1)	Common Stock 424	\$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Donnell James C. 390 INTERLOCKEN CRESCENT BROOMFIELD, CO 80021			EVP, Hospitality, Retail & RE	

Signatures

Emily S. Barbara, Attorney-in-Fact for James O'Donnell
Date: 09/25/2018

**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) On September 23, 2016, Reporting Person was granted 1,274 Restricted Share Units ("RSUs"), which vest in three equal annual installments beginning on September 23, 2017.
- (2) 123 shares of common stock were withheld from the issuance of common stock to Reporting Person upon vesting of RSUs 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. ; border-top-width: 0; border-left-width: 1; border-right-width: 1; border-bottom-width: 1">

Class B Common Stock 09/25/2007 S⁽²⁾ 300 D \$ 57.37 6,075,670 D Class B Common Stock 09/25/2007 S⁽²⁾ 200 D \$ 57.44 6,075,470 D Class B Common Stock 09/25/2007 S⁽²⁾ 100 D \$ 57.63 6,075,370 D Class B Common Stock 09/25/2007 S⁽²⁾ 400 D \$ 57.68 6,074,970 D Class B Common Stock 09/25/2007 S⁽²⁾ 200 D \$ 57.67 6,074,770 D Class B Common Stock 09/25/2007 S⁽²⁾ 100 D \$ 57.74 6,074,670 D Class B Common Stock 09/25/2007 S⁽²⁾ 800 D \$ 57.73 6,073,870 D Class B Common Stock 09/25/2007 S⁽²⁾ 300 D \$ 57.72 6,073,570 D Class B Common Stock 09/25/2007 S⁽²⁾ 700 D \$ 57.75 6,072,870 D Class B Common

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Stock09/25/2007 S⁽²⁾ 600 D \$ 57.84 6,072,270 D Class B Common Stock09/25/2007 S⁽²⁾ 100 D \$ 57.88
 6,072,170 D Class B Common Stock09/25/2007 S⁽²⁾ 100 D \$ 57.89 6,072,070 D Class B Common
 Stock09/25/2007 S⁽²⁾ 1,500 D \$ 58.77 6,070,570 D Class B Common Stock09/25/2007 S⁽²⁾ 200 D \$ 58.16
 6,070,370 ⁽³⁾ 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. 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 Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KNIGHT PHILIP H ONE BOWERMAN DRIVE BEAVERTON, OR 97005	X	X		

Signatures

By: John F. Coburn III For: Philip H. Knight
 Date: 09/25/2007
 **Signature of Reporting Person

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).
- Pursuant to Company policy, market sales of Company stock by officers and directors are permitted only after the second full trading day (1) after the release of quarterly earnings and ending on the last day of the second month of the following fiscal quarter, except pursuant to approved 10b5-1 trading plans.

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- (2) Transaction pursuant to a Rule 10b5-1 Plan.

This Form 4 contains thirty of the one hundred fifty-two transactions that were executed on September 25, 2007. Four additional forms, (3) each containing thirty of the one hundred fifty-two transactions that were executed on September 25, 2007, were filed immediately prior to this Form 4. One additional form containing two transactions was filed immediately following this Form 4.

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