

O'Donnell James C.
 Form 4
 September 26, 2017

FORM 4

**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(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)
 09/23/2017

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	09/23/2017		M	258 ⁽¹⁾ A \$ 0	2,368	D	
Common Stock	09/23/2017		F	83 ⁽²⁾ D \$ 232.28	2,285	D	
Common Stock	09/23/2017		M	199 ⁽³⁾ A \$ 0	2,484	D	
Common Stock	09/23/2017		F	64 ⁽⁴⁾ D \$ 232.28	2,420	D	
Common Stock	09/23/2017		M	425 ⁽⁵⁾ A \$ 0	2,845	D	

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Common Stock	09/23/2017	F	136 ⁽⁶⁾	D	\$ 232.28	2,709	D
Common Stock	09/25/2017	M	218 ⁽⁷⁾	A	\$ 0	2,927	D
Common Stock	09/25/2017	F	70 ⁽⁸⁾	D	\$ 229.12	2,857	D
Common Stock	09/25/2017	M	163 ⁽⁹⁾	A	\$ 0	3,020	D
Common Stock	09/25/2017	F	53 ⁽¹⁰⁾	D	\$ 229.12	2,967	D

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

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(9-02)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Unit	\$ 0	09/23/2017		M	258	<u>(1)</u>	<u>(1)</u>	Common Stock	258	\$ 0
Restricted Share Unit	\$ 0	09/23/2017		M	199	<u>(3)</u>	<u>(3)</u>	Common Stock	199	\$ 0
Restricted Share Unit	\$ 0	09/23/2017		M	425	<u>(5)</u>	<u>(5)</u>	Common Stock	425	\$ 0
Restricted Share Unit	\$ 0	09/25/2017		M	218	<u>(7)</u>	<u>(7)</u>	Common Stock	218	\$ 0
Restricted Share Unit	\$ 0	09/25/2017		M	163	<u>(9)</u>	<u>(9)</u>	Common Stock	163	\$ 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 09/26/2017

__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, 2014, Reporting Person was granted 773 RSUs, which vested in three equal annual installments beginning on September 23, 2015.
 - (2) 83 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.
 - (3) On September 23, 2014, Reporting Person was granted 598 RSUs, which vested in three equal annual installments beginning on September 23, 2015.
 - (4) 64 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.
 - (5) On September 23, 2016, Reporting Person was granted 1,274 RSUs, which vest in three equal annual installments beginning on September 23, 2017.
 - (6) 136 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.
 - (7) On September 25, 2015, Reporting Person was granted 655 RSUs, which vest in three equal annual installments beginning on September 26, 2016.
 - (8) 70 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.
 - (9) On September 25, 2015, Reporting Person was granted 490 RSUs, which vest in three equal annual installments beginning on September 25, 2016.
 - (10) 53 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.