SCHOPPET MARK L

Form 4

September 26, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB 3235-0287

Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SCHOPPET MARK L

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

(First) (Last)

VAIL RESORTS INC [MTN]

(Check all applicable)

C/O VAIL RESORTS, INC., 390

(Street)

(Middle)

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

Director X_ Officer (give title

10% Owner Other (specify

INTERLOCKEN CRESCENT

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

SVP, Controller & CAO

Filed(Month/Day/Year)

09/22/2011

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

BROOMFIELD, CO 80021

(City)	(State)	(Zip) Table	e I - Non-D	erivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	action Date 2A. Deemed (Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	09/22/2011		M	369 (2)	A	\$ 0	6,459	D	
Common Stock	09/22/2011		F	115 (3)	D	\$ 36.75	6,344	D	
Common Stock	09/23/2011		M	319 (4)	A	\$0	6,663	D	
Common Stock	09/23/2011		F	100 (5)	D	\$ 37.31	6,563	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 Owne	d
(e.g., puts, calls, warrants, options, convertible securities)	

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	SA. Deemed Execution Date, if any (Month/Day/Year)	Transactic Code (Instr. 8)	Transaction Date Code Derivative (Month/Day/Year)		•	Underlying Securitie (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
Restricted Share Unit	\$ 0 (1)	09/22/2011		M	369	09/22/2011(2)	09/22/2011(2)	Common Stock	369
Restricted Share Unit	\$ 0 (1)	09/23/2011		M	319	09/23/2011(4)	09/23/2011(4)	Common Stock	319

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SCHOPPET MARK L			CVD				
C/O VAIL RESORTS, INC.			SVP,				
390 INTERLOCKEN CRESCENT			Controller &				
BROOMFIELD, CO 80021			CAO				

Signatures

Adam Averbach by Power of 09/26/2011 Attorney

**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.
- On September 22, 2009, Reporting Person was granted 1,109 Restricted Share Units which vest in three equal annual installments commencing on the first anniversary of the grant date.

(3)

Reporting Owners 2

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115 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.

- (4) On September 23, 2008, Reporting Person was granted 957 Restricted Share Units which vest in three equal annual installments commencing on the first anniversary of the grant date.
- (5) 100 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.