

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>O'Donnell James C.</u>			2. Issuer Name and Ticker or Trading Symbol <u>VAIL RESORTS INC [MTN]</u>			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		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/27/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O VAIL RESORTS, INC. 390 INTERLOCKEN CRESCENT			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BROOMFIELD CO 80021</u>								
(City) (State) (Zip)								

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/27/2021		M		494	A	\$0	8,539	D	
Common Stock	09/27/2021		F		217 ⁽¹⁾	D	\$344.01	8,322	D	
Common Stock	09/27/2021		M		2,884	A	\$68.98	11,206	D	
Common Stock	09/27/2021		F		1,473 ⁽²⁾	D	\$346.08	9,733	D	
Common Stock	09/27/2021		M		6,337	A	\$107.42	16,070	D	
Common Stock	09/27/2021		F		3,886 ⁽²⁾	D	\$346.08	12,184	D	
Common Stock	09/27/2021		S		2,045	D	\$345.1 ⁽³⁾	10,139	D	
Common Stock	09/27/2021		S		2,200	D	\$346.14 ⁽⁴⁾	7,939	D	
Common Stock	09/27/2021		S		400	D	\$346.74 ⁽⁵⁾	7,539	D	
Common Stock	09/28/2021		S		77	D	\$343.94 ⁽⁶⁾	7,462	D	
Common Stock	09/28/2021		S		200	D	\$345.5 ⁽⁷⁾	7,262	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Share Unit	\$0.0	09/27/2021		M		494		(8)	(8)	Common Stock	494	\$0	0	D	
Share Appreciation Right	\$68.98	09/27/2021		M		2,884		(9)	09/26/2023	Common Stock	2,884	\$68.98	0	D	
Share Appreciation Right	\$107.42	09/27/2021		M		6,337		(10)	09/25/2025	Common Stock	6,337	\$107.42	0	D	

Explanation of Responses:

- 217 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.
- Shares of common stock were withheld from the issuance of common stock to the Reporting Person upon exercise in order to satisfy the Reporting Person's obligations for payment of the exercise price and withholding and other taxes due in connection therewith.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$344.65 to \$345.61, inclusive. The Reporting Person undertakes to provide Vail Resorts, Inc., any security holder of Vail Resorts, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.67 to \$346.62, inclusive. The Reporting Person undertakes to provide Vail Resorts, Inc., any security holder of Vail Resorts, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$346.70 to \$346.80, inclusive. The Reporting Person undertakes to provide Vail Resorts, Inc., any security holder of Vail Resorts, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$343.94 to \$343.96, inclusive. The Reporting Person undertakes to provide Vail Resorts, Inc., any security holder of Vail Resorts, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

7. The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$345.00 to \$345.99, inclusive. The Reporting Person undertakes to provide Vail Resorts, Inc., any security holder of Vail Resorts, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

8. On September 27, 2018, Reporting Person was granted 1,482 RSUs, which vested in three equal installments beginning on September 27, 2019.

9. On September 26, 2013, Reporting Person was granted 6,384 Share Appreciation Rights, which vested in three equal installments beginning on September 26, 2014.

10. On September 25, 2015, Reporting Person was granted 6,337 Share Appreciation Rights, which vested in three equal installments beginning on September 25, 2016.

Remarks:

Emily S. Barbara, Attorney-in-
Fact for James O'Donnell 09/29/2021

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.