FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

	OMB APPROVAL									
	OMB Number:	3235-0287								
	Estimated average b	urden								
- 1	l	٥٦								

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

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

1. Name and Address of Reporting Person* <u>Fernandez Keith</u>					2. Issuer Name and Ticker or Trading Symbol VAIL RESORTS INC [MTN]								eck all appl Direc	or	g Perso	10% Ow	/ner	
						3. Date of Earliest Transaction (Month/Day/Year) 08/06/2009								X Officer (give title Other (specibelow) President, VRDC				
(Street) BROOMFIELD CO 80021 (City) (State) (Zip)			_ 4. I _	4. If Amendment, Date of Original Filed (Month/Day/Year)							6. I Lin	e) X Form Form						
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																		
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da				saction	2A. Deemed Execution Date,		d Date,	3. 4. Sec Transaction Dispo		4. Securitie	urities Acquired (A) of sed Of (D) (Instr. 3, 4		5. Amo Securit Benefic Owned	unt of ies cially Following	Form:	Direct I Indirect E str. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Price	Transa	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock 08/06/				6/200	/2009		М		2,943(1)) A	\$0	g	9,961		D			
Common Stock 08/06/2				6/200	/2009		F		915 ⁽²⁾ D		\$29.3	32 9	9,046		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		3A. Deemed Execution Date, if any (Month/Day/Year		4. Transaction Code (Instr) 8)				6. Date Exercisable Expiration Date (Month/Day/Year)		e	Amount of		8. Price o Derivative Security (Instr. 5)		e s Illy	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)		Date Exercisab		Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	on(s)		
Restricted Share Units ⁽³⁾	\$0	08/06/2009			M		2,943 ⁽¹⁾		08/06/200)9	08/06/2009	Common Stock	2,943	\$0	0		D	

Explanation of Responses:

- 1. On August 6, 2007 Reporting Person was granted 5,886 Restricted Share Units which vest in two equal annual installments commencing on the first anniversary of the grant date.
- 2. 915 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.
- 3. Each Restricted Share Unit represents a contingent right to receive one share of common stock.

<u>Kay Guthrie, by Power of Attorney</u>

08/07/2009

** 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.