

Groody Robert E
Form 3/A
March 09, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Groody Robert E | | (Month/Day/Year) | PHH CORP [PHH] | |
| (Last) | (First) | 01/31/2005 | | |
| 3000 LEADENHALL ROAD | | | 4. Relationship of Reporting Person(s) to Issuer | |
| (Street) | | | (Check all applicable) | |
| MT. LAUREL, Â NJ Â 08054 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & COO-PHH Mortgage | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| | | | 02/10/2005 | |
| | | | 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 | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common stock | 41,736 ⁽¹⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable Expiration Date | Title Amount or Number of | | | |

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| | | | | Shares | | (I) (Instr. 5) | |
|---|------------|------------|--------------|-----------------------|----------|-------------------|---|
| Non-Qualified Stock Option (right to buy) | 02/10/2005 | 04/30/2007 | Common stock | 75,522 ⁽²⁾ | \$ 21.85 | | D |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Groody Robert E 3000 LEADENHALL ROAD MT. LAUREL, NJ 08054 | Å | Å | Å SVP & COO-PHH Mortgage | Å |

Signatures

/s/ Robert E. Groody 03/09/2005

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
 This amended Form 3 corrects the amount of non-derivative securities beneficially owned by Mr. Groody. The prior Form 3 incorrectly reported 47,744 shares of common stock. The correct number is 41,736 shares and includes 80 shares of common stock and 41,656 shares of restricted stock: (a) 6,009 of which vest on each of April 22, 2005 and 2006, (b) 6,008 of which vest on April 22, 2007, (c) 2,954 of which vest on April 27, 2005, (d) 2,953 of which vest on April 27, 2006 and 2007, and (e) 14,770 of which vest on April 27, 2008.
- (2) This amended Form 3 corrects the amount of derivative securities beneficially owned by Mr. Groody that were granted as non-qualified stock options with an expiration date of 4/30/2007. The prior Form 3 incorrectly reported 91,914 shares. The correct number of shares is 75,522.

Å

Remarks:

This Form 3/A is an amendment to the Form 3 filed on 2/10/2005 for Mr. Robert E. Groody, Å

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.