

REALOGY HOLDINGS CORP.
Form 4
November 29, 2013

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 *
Kelleher Kevin J

2. Issuer Name and Ticker or Trading Symbol
REALOGY HOLDINGS CORP.
[RLGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Pres/CEO, Cartus Corporation

C/O REALOGY HOLDINGS CORP., 175 PARK AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MADISON, NJ 07940

(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, \$0.01 par value | 11/26/2013 | | M | | 18,000 | A | \$ 27 68,616 |
| Common Stock, \$0.01 par value | 11/26/2013 | | S ⁽¹⁾ | | 18,000 | D | \$ 47.9265 50,616 |
| Common Stock, \$0.01 par | 11/26/2013 | | M | | 1,980 | A | \$ 22.25 52,596 |

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| | | | | | | | |
|--------------------------------|------------|------------------------|--------|---|-----------------------------|--------|---|
| value | | | | | | | |
| Common Stock, \$0.01 par value | 11/26/2013 | <u>S⁽¹⁾</u> | 1,980 | D | \$ 47.9265 <u>(2)</u> | 50,616 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | M | 12,600 | A | \$ 20.75 | 63,216 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | <u>S⁽¹⁾</u> | 12,600 | D | \$ 47.9265 <u>(2)</u> | 50,616 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | M | 6,500 | A | \$ 17.5 | 57,116 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | <u>S⁽¹⁾</u> | 6,500 | D | \$ 47.9265 <u>(2)</u> | 50,616 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | M | 3,734 | A | \$ 22 | 54,350 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | <u>S⁽¹⁾</u> | 3,734 | D | \$ 47.9265 <u>(2)</u> | 50,616 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | M | 2,201 | A | \$ 17.5 | 52,817 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | <u>S⁽¹⁾</u> | 2,201 | D | \$ 47.9265 <u>(2)</u> | 50,616 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | M | 1,198 | A | \$ 33.5 | 51,814 | D |
| Common Stock, \$0.01 par value | 11/26/2013 | <u>S⁽¹⁾</u> | 1,198 | D | \$ 47.9265 <u>(2)</u> | 50,616 | D |

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

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.

SEC 1474
(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 27 | 11/26/2013 | | M | 18,000 | 10/10/2013 ⁽³⁾ 10/10/2022 | Common Stock, \$0.01 par value | 72,000 |
| Employee Stock Option (right to buy) | \$ 22.25 | 11/26/2013 | | M | 1,980 | 10/12/2013 ⁽⁴⁾ 10/15/2018 | Common Stock, \$0.01 par value | 2,970 |
| Employee Stock Option (right to buy) | \$ 20.75 | 11/26/2013 | | M | 12,600 | 07/01/2011 ⁽⁵⁾ 11/09/2020 | Common Stock, \$0.01 par value | 16,800 |
| Employee Stock Option (right to buy) | \$ 17.5 | 11/26/2013 | | M | 6,500 | 04/30/2013 ⁽⁶⁾ 04/30/2022 | Common Stock, \$0.01 par value | 26,000 |
| Employee Stock Option (right to buy) | \$ 22 | 11/26/2013 | | M | 3,734 | 10/12/2013 ⁽⁷⁾ 04/17/2019 | Common Stock, \$0.01 par value | 5,600 |
| Employee Stock Option | \$ 17.5 | 11/26/2013 | | M | 2,201 | 10/12/2013 ⁽⁸⁾ 10/16/2019 | Common Stock, \$0.01 par value | 6,600 |

| | | | | | | | | | |
|--------------------------------------|---------|------------|---|-------|---------------------------|------------|--|--|--------------------------------|
| (right to buy) | | | | | | | | | value |
| Employee Stock Option (right to buy) | \$ 33.5 | 11/26/2013 | M | 1,198 | 10/15/2013 ⁽⁹⁾ | 04/15/2020 | | | Common Stock, \$0.01 par value |
| | | | | | | | | | 3,59 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelleher Kevin J C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940 | | | Pres/CEO, Cartus Corporation | |

Signatures

/s/ Seth I. Truwit, as attorney-in-fact for Kevin J. Kelleher

11/29/2013

__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) A portion of the proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise, and applicable withholding taxes.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$48.005 to \$47.8320 inclusive. The reporting person undertakes to provide Realogy Holdings Corp., any security holder of Realogy Holdings Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares at each separate price within the range set forth in this footnote (2).
 - (2) Options become exercisable in four equal annual installments (subject to continued employment), which commenced on October 10, 2013 (one year from the date of grant).
 - (3) Options vest in three equal annual installments (subject to continued employment) beginning April 16, 2012 (one year from the date of grant), but vested options did not become exercisable until October 12, 2013.
 - (4) Options become exercisable in four equal annual installments (subject to continued employment), which commenced on July 1, 2011.
 - (5) Options become exercisable in four equal annual installments (subject to continued employment), which commenced on April 30, 2013 (one year from the date of grant).
 - (6) Options vest in three equal annual installments (subject to continued employment), which commenced October 17, 2012 (one year from the date of grant), but vested options did not become exercisable until October 12, 2013.
 - (7) Options vest in three equal annual installments (subject to continued employment), which commenced April 16, 2013 (one year from the date of grant), but vested options did not become exercisable until October 12, 2013.
 - (8) Options vest in three equal annual installments (subject to continued employment), which commenced October 15, 2013 (one year from the date of grant).
 - (9) Options vest in three equal annual installments (subject to continued employment), which commenced October 15, 2013 (one year from the date of grant).

Remarks:

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Exhibit 24.1 - Power of Attorney of Kevin J. Kelleher.* *Previously filed.

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.