

REALOGY CORP
Form 4
April 11, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

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 *
SILVERMAN HENRY R

(Last) (First) (Middle)
REALOGY CORPORATION, 1
CAMPUS DRIVE
(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
04/10/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

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

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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 04/10/2007 | | D ⁽¹⁾ | | 2,309,456 | D | \$ 30 0 |

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)

Edgar Filing: REALOGY CORP - Form 4

| 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 of Underlying Security | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|-------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Underlying Security |
| Employee Stock Options ⁽²⁾ | \$ 28.2518 | 04/10/2007 | | D | | 176,936 | 08/01/2006 04/21/2009 | Common Stock | 176,936 |
| Employee Stock Options ⁽²⁾ | \$ 14.8767 | 04/10/2007 | | D | | 213,997 | 08/01/2006 01/03/2011 | Common Stock | 213,997 |
| Employee Stock Options ⁽²⁾ | \$ 31.6104 | 04/10/2007 | | D | | 262,691 | 08/01/2006 04/30/2007 | Common Stock | 262,691 |
| Employee Stock Options ⁽²⁾ | \$ 28.2518 | 04/10/2007 | | D | | 604,930 | 08/01/2006 04/21/2009 | Common Stock | 604,930 |
| Employee Stock Options ⁽²⁾ | \$ 14.8767 | 04/10/2007 | | D | | 619,994 | 08/01/2006 01/03/2011 | Common Stock | 619,994 |
| Employee Stock Options ⁽²⁾ | \$ 14.8767 | 04/10/2007 | | D | | 729,743 | 08/01/2006 01/03/2011 | Common Stock | 729,743 |
| Employee Stock Options ⁽²⁾ | \$ 34.9295 | 04/10/2007 | | D | | 781,867 | 08/01/2006 01/13/2010 | Common Stock | 781,867 |
| Employee Stock Options ⁽²⁾ | \$ 15.5089 | 04/10/2007 | | D | | 989,912 | 08/01/2006 04/30/2007 | Common Stock | 989,912 |
| Employee Stock Options ⁽²⁾ | \$ 31.6104 | 04/10/2007 | | D | | 1,979,824 | 08/01/2006 12/17/2007 | Common Stock | 1,979,824 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SILVERMAN HENRY R REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054 | X | | Chairman and CEO | |

Signatures

/s/ Seth Truwit, as attorney-in-fact for Henry R.
Silverman

04/11/2007

__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) Reporting Person received the right to receive \$30 per share in cash or equity, as applicable, on the Transaction Date in accordance with the terms of the Agreement and Plan of Merger, dated as of December 15, 2006, among Domus Holdings Corp., Domus Acquisition Corp. and the Issuer (the "Merger Agreement").

(2) All stock options listed in Table II were issued under the 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the pro rata distribution of shares of Issuer by Cendant Corporation to its stockholders. All options listed in Table II were fully exercisable. Reporting Person's options were cancelled and converted on the Transaction Date, under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement, into the right to receive a cash payment equal to the number of outstanding shares of Issuer common stock underlying the options multiplied by the amount (if any) by which \$30 exceeded the exercise price, without interest and less any applicable withholding taxes. In accordance with the terms of the Merger Agreement, all stock options with an exercise price above the merger consideration of \$30 per share were cancelled on the Transaction Date and no payment will be made thereon.

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.