REALOGY HOLDINGS CORP.

Form 4 May 06, 2016

FORM 4

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

OMB APPROVAL

OMB Number:

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Expires:

January 31, 2005

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10% Owner

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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]

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 05/04/2016

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O REALOGY HOLDINGS

CORP., 175 PARK AVENUE

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

X_ Officer (give title Other (specify below) Pres/CEO, Cartus Corporation

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MADISON, NJ 07940

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4)

Price Code V Amount (D)

Common

value

Stock, \$0.01 par

05/04/2016(1)

9.193 \$0 Α Α 45,354

(A)

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	on Date, if TransactionNumber Expiration Date Code of (Month/Day/Year)		Expiration Date Amou		int of	Derivative	J	
Security	or Exercise		any			Year)	Underlying		Security	,	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securities		(Instr. 5)]
	Derivative			Securities Acquired			(Instr		3 and 4)		(
	Security										J
	-				(A) or						J
					Disposed						-
				of (D) (Instr. 3,							(
					4, and 5)						
									Amount		
									Amount		
						Date Expiration Exercisable Date	Expiration	Title	or Number		
								of			
				C-1- 1	7 (A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address

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 05/06/2016

**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).

Represents a performance restricted stock unit grant made on February 26, 2016, subject to stockholder approval of the Amended and (1) Restated 2012 Long-Term Incentive Plan. Realogy's stockholders approved the Amended and Restated 2012 Long-Term Incentive Plan on May 4, 2016.

Remarks:

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.

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