#### REALOGY HOLDINGS CORP.

Form 4/A

September 30, 2016

### FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

#### **OMB APPROVAL**

OMB 3235-0287 Number:

January 31, Expires: 2005

burden hours per response...

Estimated average 0.5

if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Washington, D.C. 20549

Form 5 obligations may continue. See Instruction

Form 4 or

Check this box

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(State)

(Middle)

(Zip)

Fraser Stephen A.

2. Issuer Name and Ticker or Trading

Symbol

REALOGY HOLDINGS CORP.

[RLGY]

3. Date of Earliest Transaction

(Month/Day/Year) 08/31/2016

Director X\_ Officer (give title

below)

Issuer

Other (specify

10% Owner

C/O REALOGY HOLDINGS CORP., 175 PARK AVENUE

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

09/02/2016

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

SVP and CIO

Applicable Line)

\_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

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

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

5. Amount of Securities Beneficially (D) or Owned (Instr. 4) Following Reported

Transaction(s)

(Instr. 3 and 4)

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

(A) or

Price Code V Amount (D)

Common

value

Stock, 08/31/2016 \$0.01 par

30 (1)

Α

\$0 Α 10,828 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.

### Edgar Filing: REALOGY HOLDINGS CORP. - Form 4/A

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	Derivative		Securities		(Instr. 5)	Bene
	Derivative				Securities		(Instr. 3 and 4)			Owne	
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date Exercisable	Expiration Date	Title	or Namel		
									Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

Fraser Stephen A. C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940

SVP and CIO

## **Signatures**

/s/ Seth I. Truwit, as attorney-in-fact for Stephen A. Fraser

09/29/2016

\*\*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).

Consist of shares underlying dividend equivalent units ("DEUs") on restricted stock units and performance restricted stock units. The DEUs accrued in connection with a quarterly cash dividend paid on August 31, 2016. The DEUs vest on the same terms as the underlying restricted stock units and performance restricted stock units. This amendment is being filed to correct and reduce the number of shares underlying the DEUs previously reported on the Form 4 filed on September 2, 2016 as DEUs issued in respect of performance share units are not reportable until the underlying performance share units are reportable --- following a determination of the level of achievement of the performance goals for the applicable three-year performance period.

### **Remarks:**

Exhibit 24.1 - Power of Attorney of Stephen A. Fraser.\* \*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.

Reporting Owners 2