

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

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.

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(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.