

REALOGY CORP
Form 4
August 03, 2006

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 *
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)
07/31/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock | 07/31/2006 | | J | 2,309,456 A | \$ 0 2,309,456 ⁽¹⁾ | D | |

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

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SEC 1474 (9-02)

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

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

08/03/2006

__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) Received shares as part of the pro rata distribution of shares of Realogy Corporation by Cendant Corporation to its stockholders (the "Distribution").

- All stock options listed in Table II were issued under the Realogy Corporation 2006 Equity and Incentive Plan pursuant to the equitable
- (2) adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All options listed in Table II are fully exercisable.

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.