

WYNDHAM WORLDWIDE CORP
Form 4
August 15, 2007

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 *
HOLMES STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
WYNDHAM WORLDWIDE CORP
[WYN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/13/2007

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

WYNDHAM WORLDWIDE CORPORATION, SEVEN SYLVAN WAY

(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

PARSIPPANY, NJ 07054

(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)
Common Stock	08/13/2007		I	(A) or (D) Code V Amount Price A \$ 13,101 (1) 31.45	246,232 (2)	D	
Common Stock					86,118 (3)	D	
Common Stock					3,394	I	By children
Common Stock					22,000	I	By charitable trust

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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLMES STEPHEN P
WYNDHAM WORLDWIDE CORPORATION
SEVEN SYLVAN WAY
PARSIPPANY, NJ 07054

X

Chairman, Pres. and CEO

Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for Stephen P. Holmes

08/15/2007

__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) Consists of vested common stock units deferred by the reporting person until February 2009. Such common stock units were credited to the reporting person pursuant to the reporting person's election, effective August 13, 2007, to reallocate proceeds received in connection with the separation from Cendant Corporation. Such common stock units are held in a deferred shares account. In February 2009, the reporting person will be entitled to receive one share of common stock for each common stock unit.

(2) Includes 91,955 vested common stock units deferred by the reporting person until February 2009.

(3) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. These restricted stock units vest as follows: 26,435 shares on May 2, 2008; 26,435 shares on May 2, 2009; 26,436 shares on May 2, 2010; and 6,812 shares on May 2, 2011, subject to the reporting person's continued employment. The reporting person will be entitled to receive one share

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of common stock for each vested restricted stock unit.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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