Edgar Filing: McLester Scott G - Form 4

McLester Sc Form 4											
March 05, 20										PROVAL	
FORM	4 UNITE	D STATES			ND EX(, D.C. 20:		NGE C	OMMISSION	OMB OMB Number:	3235-0287	
Check th if no long	aar	s box									
subject to Section 1 Form 4 c Form 5	o SIAIE l6. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								2005 verage rs per 0.5	
obligatio may con <i>See</i> Instr 1(b).	ns Section 1'	7(a) of the	Public U	tility Hole		ipany	Act of	e Act of 1934, 1935 or Sectior 0	1		
(Print or Type]	Responses)										
McLester Scott G S			2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
	(First) M WORLDWII TION, 22 SYL		3. Date of (Month/E 03/01/2	-	ransaction			Director <u>X</u> Officer (give below) Exec. VP a			
Filed(Mor			endment, Date Original onth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
PARSIPPA	NY, NJ 07054							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
Common Stock	03/01/2012			Code V F	Amount 3,398 (1)	or (D) D	Price \$ 44.57	(Instr. 3 and 4) 48,791	D		
Common Stock	03/01/2012			А	24,680 (2)	А	\$0	65,601 <u>(3)</u>	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: McLester Scott G - Form 4

 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McLester Scott G WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054			Exec. VP and General Counsel				
Signatures							

/s/ Scott G. 03/05/2012 McLester

<u>**</u>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 shares of Common Stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3.

Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in(2) four equal installments on each of the first four anniversaries of February 27, 2012, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.

(3) Includes restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.

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.