Ballotti Geoffrey A Form 4 March 05, 2018

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

Section 16. Form 4 or Form 5 obligations

**SECURITIES** 

Estimated average burden hours per

may continue. See Instruction

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

response... 0.5

2005

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ballotti Geoffrey A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

WYNDHAM WORLDWIDE CORP

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

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

Director X\_ Officer (give title

10% Owner Other (specify

WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN

WAY

03/01/2018

below)

President/CEO WHG

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

[WYN]

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

#### PARSIPPANY, NJ 07054

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secur	rities Acqui	red, 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 (A) Transactiom Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			5. Amount of Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	03/01/2018		Code V A	Amount 14,704 (1)	(D)	Price \$ 0	137,784	D	
Common Stock	03/01/2018		F	7,242 (2)	D	\$ 115.61	130,542	D	
Common Stock	03/01/2018		A	12,109 (3)	A	\$ 0	65,130 (4)	D	
Common Stock	03/02/2018		S <u>(5)</u>	8,968	D	\$ 114.73	121,574	D	

#### Edgar Filing: Ballotti Geoffrey A - Form 4

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.

SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ection	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	(	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8) I	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				5	Securities			(Instr.	3 and 4)	
	Security				I	Acquired					
					(	(A) or					
					I	Disposed					
					C	of (D)					
					(	(Instr. 3,					
					4	4, and 5)					
										A	
										Amount	
				G 1			Date Exercisable	Expiration Date	Title	or	
										Number	
					<b>3</b> 7 /	(A) (D)				of	
				Code	V (	(A) (D)				Shares	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Ballotti Geoffrey A WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054

President/CEO WHG

### **Signatures**

/s/ Scott G. McLester as Attorney-in-Fact for Geoffrey A. Ballotti

03/05/2018

\*\*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) Common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of previously-granted performance vested restricted stock units which vested on March 1, 2018.
- (2) Common stock withheld as payment of tax liability incident to the vesting of performance vested restricted stock units granted in accordance with Rule 16b-3.
- (3) Restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in full on the earlier of the first anniversary of the closing date of the Registrant's proposed spin-off transaction plus thirty days or December 31, 2019 (each, a Vesting Date), subject to the reporting person's continuous employment with the Corporation, the company to be spun-off or any of their respective subsidiaries, as applicable, from the date of grant through the Vesting Date; provided that if the reporting person's

Reporting Owners 2

#### Edgar Filing: Ballotti Geoffrey A - Form 4

employment is terminated by the Corporation, the company to be spun-off or any of their respective subsidiaries without "cause" on a date that is on or after December 31, 2018 and prior to the Vesting Date, such units shall fully vest as of the termination date, subject to the reporting person's execution of a general release. The reporting person will receive one share of common stock for each vested restricted stock unit.

- (4) Includes restricted stock units as previously reported.
- (5) Effectuated pursuant to a Rule 10b5-1 trading plan.

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.