

HOLMES STEPHEN P
 Form 4
 November 05, 2012

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)
 WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY

3. Date of Earliest Transaction (Month/Day/Year)
 10/25/2012

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

(Street)
 PARSIPPANY, NJ 07054

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	10/25/2012		M	304,259	A \$ 36.7	832,779	D
Common Stock	10/25/2012		D	216,612	D \$ 51.55	616,167	D
Common Stock	10/25/2012		F	40,625 (1)	D \$ 51.55	575,542	D
Common Stock	10/25/2012		M	556,379	A \$ 22.17	1,131,921	D
	10/25/2012		D	239,281	D	892,640	D

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Common Stock					\$ 51.55				
Common Stock	10/25/2012		F	146,976 <u>(1)</u>	D	\$ 51.55	745,664	D	
Common Stock							284,127 <u>(2)</u>	D	
Common Stock							3,394	I	By children

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Stock-Settled Stock Appreciation	\$ 36.7	10/25/2012		M	304,259	<u>(3)</u> 05/02/2013	Common Stock 304
Stock-Settled Stock Appreciation	\$ 22.17	10/25/2012		M	556,379	<u>(4)</u> 03/01/2014	Common Stock 556

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054	X		Chairman, Pres. and CEO	

Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Stephen P.
Holmes

10/29/2012

__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.
- (2) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.
- (3) Vesting ratably over a period of four years on each anniversary of May 2, 2007.
- (4) Vesting ratably over a period of four years on each anniversary of February 29, 2008.

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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