

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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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 *
SMITH RICHARD A

(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)
Vice Chairman and President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	07/31/2006		J		18,056 (1) A \$ 0 18,056	D	
Common Stock	08/01/2006		J		55,157 (2) A \$ 0 73,213	D	
Common Stock	08/01/2006		A		76,628 (3) A \$ 0 149,841	D	
Common Stock	08/01/2006		J		26,260 (4) A \$ 0 26,260	I	Officer NQ Deferred Compensation Plan (Deferred LTIP shares)

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Common Stock	08/01/2006	J	129 ⁽⁵⁾	A	\$ 0	26,389	I	Officer NQ Deferred Compensation Plan
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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)	Amount Number Shares	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options ⁽⁶⁾	\$ 15.5089	08/01/2006		J	15,556	08/01/2006 12/17/2007	Common Stock	15,556	
Employee Stock Options	\$ 30.1089	08/01/2006		J	21,718	08/01/2006 01/22/2012	Common Stock	21,718	
Employee Stock Options	\$ 15.5089	08/01/2006		J	31,315	08/01/2006 10/23/2006	Common Stock	31,315	
Employee Stock Options	\$ 19.386	08/01/2006		J	36,567	08/01/2006 12/17/2007	Common Stock	36,567	
Employee Stock Options	\$ 30.1089	08/01/2006		J	43,436	08/01/2006 01/22/2012	Common Stock	43,436	
Employee Stock Options	\$ 15.5089	08/01/2006		J	62,630	08/01/2006 04/30/2007	Common Stock	62,630	
Employee Stock Options	\$ 15.5089	08/01/2006		J	65,155	08/01/2006 10/14/2008	Common Stock	65,155	
Employee Stock	\$ 34.9295	08/01/2006		J	70,368	08/01/2006 01/13/2010	Common Stock	70,368	

Options

Employee

Stock	\$ 19.386	08/01/2006	J	76,085	08/01/2006	01/27/2008	Common Stock	76,085
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Options

Employee

Stock	\$ 25.2518	08/01/2006	J	156,373	08/01/2006	04/21/2009	Common Stock	156,373
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Options

Employee

Stock	\$ 14.8767	08/01/2006	J	260,622	08/01/2006	01/03/2011	Common Stock	260,622
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Options

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RICHARD A REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054	X		Vice Chairman and President	

Signatures

/s/ Seth Truwit as attorney-in-fact for Richard A. Smith 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").
Consists of restricted stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All of the restricted stock units vest on August 15, 2006 (assuming the reporting person remains employed by Realogy Corporation through such date). The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.
- (2) Consists of restricted stock units granted under the Realogy Corporation's 2006 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of May 2, 2006, 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) Consists of deferred stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution.
- (4) Consists of deferred stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution.
- (5) All stock options listed in Table II were issued under the Realogy Corporation 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All options listed in Table II are fully exercisable.
- (6)

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.