

REALOGY CORP
Form 4
August 03, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Weaving David J

(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
__X__ Officer (give title below) ____ Other (specify
below) below)

EVP and Chief Admin. Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	07/31/2006		J	Amount (1) 1,798 A \$ 0	1,798	D	
Common Stock	08/01/2006		J	Amount (2) 6,570 A \$ 0	8,368	D	
Common Stock	08/01/2006		A	Amount (3) 28,736 A \$ 0	37,104	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)	8. Amount or Number of Underlying Securities		
				Code	V	(A)	(D)			
Stock Settled Stock Appreciation Rights	\$ 26.1	08/01/2006		A		27,715	05/02/2007 ⁽⁴⁾	08/31/2013	Common Stock	27,715
Employee Stock Options ⁽⁵⁾	\$ 28.2518	08/01/2006		J		6,515	08/01/2006	04/21/2009	Common Stock	6,515
Employee Stock Options	\$ 20.3097	08/01/2006		J		13,031	08/01/2006	10/18/2011	Common Stock	13,031
Employee Stock Options	\$ 14.8767	08/01/2006		J		13,465	08/01/2006	01/03/2011	Common Stock	13,465
Employee Stock Options	\$ 34.9295	08/01/2006		J		260	08/01/2006	01/13/2010	Common Stock	260
Employee Stock Options	\$ 14.8767	08/01/2006		J		3,475	08/01/2006	01/03/2011	Common Stock	3,475
Employee Stock Options	\$ 30.1089	08/01/2006		J		16,262	08/01/2006	01/22/2012	Common Stock	16,262

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Weaving David J REALOGY CORPORATION 1 CAMPUS DRIVE	EVP and Chief Admin. Officer

PARSIPPANY, NJ 07054

Signatures

/s/ Seth Truwit as attorney-in-fact for David J.
Weaving

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 SSARs granted under the Realogy Corporation 2006 Equity and Incentive Plan. The SSARs vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment, and confer upon the reporting person the right to receive an amount, in common stock, equal to the excess of the fair value of a share of common stock on the date of exercise over the exercise price of the SSAR.
- (4) 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.
- (5)

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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