

Schneider Ryan M.  
Form 4  
March 04, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Schneider Ryan M.

2. Issuer Name and Ticker or Trading Symbol  
REALOGY HOLDINGS CORP.  
[RLGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O REALOGY HOLDINGS  
CORP., 175 PARK AVENUE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CEO and President

(Street)  
MADISON, NJ 07940

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock, \$0.01 par value  | 02/28/2019                           |  | A                              |   | 110,294 <sup>(1)</sup>  | A  | \$ 0 239,157                      |
| Common Stock, \$0.01 par value  | 03/01/2019                           |  | F                              |   | 7,239 <sup>(2)</sup>  | D  | \$ 13.38 231,918                  |

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  |
| Employee Stock Options                     | \$ 13.6  | 02/28/2019                           |  | A                              | 433,526   | 02/28/2020 <sup>(3)</sup>                                | 02/28/2029  | Common Stock, \$0.01 par value | 433,526 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Schneider Ryan M.  
C/O REALOGY HOLDINGS CORP.  
175 PARK AVENUE  
MADISON, NJ 07940

X

CEO and President

## Signatures

/s/ Colleen Johnson, as attorney-in-fact for Ryan M. Schneider

03/04/2019

\_\_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) Represents shares issuable upon settlement of a restricted stock unit award issued under the 2018 Long Term Incentive Plan.
- (2) Shares forfeited to satisfy tax withholding obligation upon partial vesting of restricted stock unit award.
- (3) Options become exercisable in four equal annual installments, commencing on the first anniversary of the grant date.

### Remarks:

Exhibit 24.1 - Power of Attorney of Ryan M. Schneider. \*\*Previously filed.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: Schneider Ryan M. - Form 4

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