

WYNDHAM WORLDWIDE CORP

Form 4

March 03, 2014

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Last) (First) (Middle)

WYNDHAM WORLDWIDE
CORPORATION, 22 SYLVAN
WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
WYNDHAM WORLDWIDE CORP
[WYN]3. Date of Earliest Transaction
(Month/Day/Year)
02/27/20144. 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)
Chairman, Pres. and CEO6. 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)
Common Stock	02/27/2014		A	89,839 (1)	A \$ 0 718,970 (2)	D	
Common Stock	02/27/2014		F	109,719 (3)	D \$ 72.97 609,251	D	
Common Stock	02/27/2014		A	74,517 (4)	A \$ 0 224,053 (5)	D	
Common Stock					3,393	I	By children

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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 Security (Instr. 3 and 4)
Stock Settled Stock Appreciation Right	\$ 72.97	02/27/2014		A	89,022 (6)	02/27/2015(6) 02/27/2020	Common Stock 8

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

03/03/2014

__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 performance vested restricted stock units granted on February 24, 2011.
- (2) Includes 121,765 shares of common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on February 27, 2014.
- (3) Common stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3.

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- Restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in four equal
- (4) installments on each of the first four anniversaries of February 27, 2014, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.
 - (5) Restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan including as previously reported.

- Stock settled stock appreciation rights (SARs) granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The
- (6) SARs vest in four equal installments on each of the first four anniversaries of February 27, 2014, 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 market value of a share of common stock on the date of exercise over the exercise price of the SARs.

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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