

REALOGY CORP
Form 4
April 12, 2007

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
04/10/2007

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 ____ 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	04/10/2007		D ⁽¹⁾	28,736 D \$ 30 0		D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: REALOGY CORP - Form 4

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Settled Appreciation Rights (SSARs) ⁽²⁾	\$ 26.1	04/10/2007		D		27,715		05/02/2007	07/31/2013	Common Stock	27,715
Employee Stock Options ⁽³⁾	\$ 28.2518	04/10/2007		D		6,515		08/01/2006	04/21/2009	Common Stock	6,515
Employee Stock Options ⁽³⁾	\$ 20.3097	04/10/2007		D		13,031		08/01/2006	10/18/2011	Common Stock	13,031
Employee Stock Options ⁽³⁾	\$ 14.8767	04/10/2007		D		13,465		08/01/2006	01/03/2011	Common Stock	13,465
Employee Stock Options ⁽³⁾	\$ 34.9295	04/10/2007		D		260		08/01/2006	01/13/2010	Common Stock	260
Employee Stock Options ⁽³⁾	\$ 14.8767	04/10/2007		D		3,475		08/01/2006	01/03/2011	Common Stock	3,475
Employee Stock Options ⁽³⁾	\$ 30.1089	04/10/2007		D		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 PARSIPPANY, NJ 07054			EVP and Chief Admin. Officer	

Signatures

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

04/11/2007

__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) Includes Reporting Person's restricted stock units which were vested and shares, all of which were converted into the right to receive \$30 per share in cash or equity, as applicable, on the Transaction Date under the terms of the Realogy Corporation 2006 Equity and Incentive Plan (the "2006 Equity and Incentive Plan") and the Agreement and Plan of Merger, dated as of December 15, 2006, among Domus Holdings Corp., Domus Acquisition Corp. and the Issuer (the "Merger Agreement").

(2) The SSARs were issued under the 2006 Equity and Incentive Plan. The SSARs were to vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the Reporting Person's continued employment. Reporting Person's SSARs were vested under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement. In accordance with the terms of the 2006 Equity and Incentive Plan and the Merger Agreement, these SSARs were cancelled and converted on the Transaction Date into the right to receive a cash payment equal to the number of outstanding shares of Issuer common stock underlying the SSARs multiplied by the amount by which \$30 exceeded the exercise price of the SSARs, without interest and less any applicable withholding taxes.

(3) All stock options listed in Table II were issued under the 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the pro rata distribution of shares of Issuer by Cendant Corporation to its stockholders. All options listed in Table II were fully exercisable. Reporting Person's options were cancelled and converted on the Transaction Date, under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement, into the right to receive a cash payment equal to the number of outstanding shares of Issuer common stock underlying the options multiplied by the amount (if any) by which \$30 exceeded the exercise price, without interest and less any applicable withholding taxes. In accordance with the terms of the Merger Agreement, all stock options with an exercise price above the merger consideration of \$30 per share were cancelled on the Transaction Date and no payment will be made thereon.

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.