

REALOGY HOLDINGS CORP.  
Form 4  
July 24, 2013

**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 \*  
Kelleher Kevin J

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)

3. Date of Earliest Transaction (Month/Day/Year)  
07/22/2013

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Pres/CEO, Cartus Corporation

C/O REALOGY HOLDINGS CORP., 175 PARK AVENUE

(Street)

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

MADISON, NJ 07940

(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	07/22/2013		A		29,881 (1)	A	\$ 47.57 88,783 D
Common Stock, \$0.01 par value	07/22/2013		F		14,538 (2)	D	\$ 47.57 74,245 D
Common Stock, \$0.01 par	07/22/2013		A		4,482 (3)	A	\$ 0 78,727 D

value

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

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SEC 1474  
(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelleher Kevin J C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940			Pres/CEO, Cartus Corporation	

## Signatures

/s/ Seth I. Truwit, as attorney-in-fact for Kevin J. Kelleher

07/24/2013

\_\_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).

- Represents fully vested shares issued under the 2012 Long Term Incentive Plan pursuant to the Realogy Group LLC Phantom Value Plan
- (1) ("PVP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (2). Pursuant to the terms of the PVP, the Reporting Person elected to receive stock in lieu of cash payable under the PVP.
  - (2) These shares were withheld in order to pay applicable withholding taxes upon issuance of the shares described in footnote (1).

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- (3) Represents shares issued under the 2012 Long Term Incentive Plan under a restricted stock award agreement. The shares were issued pursuant to the terms of the PVP and the Reporting Person's election to receive stock in lieu of cash thereunder described in footnote (1)

**Remarks:**

Exhibit 24.1 - Power of Attorney.\* \*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.

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