

REALOGY CORP  
Form 4  
April 11, 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 \*  
**MILLS CHERYL D**

(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  
☐ Officer (give title below) ☐ Other (specify  
below)

6. 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect Beneficial<br>Ownership<br>(Instr. 4) |   |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------|---|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                          |   |
| Common<br>Stock                       | 04/10/2007                              |                                                             | D <sup>(1)</sup>                     |                                                                            | 1,678                                                                                                              | D                                                                       | \$ 30 0                                                        | D |
| Common<br>Stock                       | 04/10/2007                              |                                                             | D <sup>(2)</sup>                     |                                                                            | 10,766                                                                                                             | D                                                                       | \$ 30 0                                                        | I |

Director NQ  
Deferred  
Compensation  
Plan

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)

# Edgar Filing: REALOGY CORP - Form 4

**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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Options (3)                          | \$ 30.1089                                             | 04/10/2007                           |                                                    | D                              | 2,172                                                                                   | 08/01/2006 01/22/2012                                    | Common Stock 2,172                                            |
| Stock Options (3)                          | \$ 30.1089                                             | 04/10/2007                           |                                                    | D                              | 4,343                                                                                   | 08/01/2006 01/22/2012                                    | Common Stock 4,343                                            |
| Stock Options (3)                          | \$ 19.3614                                             | 04/10/2007                           |                                                    | D                              | 9,121                                                                                   | 08/01/2006 06/16/2010                                    | Common Stock 9,121                                            |
| Stock Options (3)                          | \$ 14.8767                                             | 04/10/2007                           |                                                    | D                              | 13,031                                                                                  | 08/01/2006 01/03/2011                                    | Common Stock 13,031                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                  | Relationships                    |
|---------------------------------------------------------------------------------|----------------------------------|
|                                                                                 | Director 10% Owner Officer Other |
| MILLS CHERYL D<br>REALOGY CORPORATION<br>1 CAMPUS DRIVE<br>PARSIPPANY, NJ 07054 | X                                |

## Signatures

Seth Truwit, as attorney-in-fact for Cheryl D. Mills 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).

Reporting Person received the right to receive \$30 per share in cash or equity, as applicable, on the Transaction Date in accordance with (1) the terms of 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").

## Edgar Filing: REALOGY CORP - Form 4

- Reporting Person's holdings of deferred stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan (the "2006 Equity and Incentive Plan") 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 2006 Equity and Incentive Plan and the Merger Agreement.

- 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.