

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Truwit Seth

(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)

SVP, Interim Gen Counsel & Sec

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/10/2007		D ⁽¹⁾		9,770	D	\$ 30 0

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

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information contained in this form are not
required to respond unless the form
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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)

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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 Securities (Instr. 3 and 4)
Stock Settled Appreciation Rights (SSARs) ⁽²⁾	\$ 26.1	04/10/2007		D	9,424	05/02/2007 08/01/2013	Common Stock 9,424

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Truwit Seth REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054			SVP, Interim Gen Counsel & Sec	

Signatures

/s/ Seth Truwit 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) Consists of Reporting Person's restricted stock units which were vested and 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.

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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