

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 *
SMITH ROBERT F

(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 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 or Disposed of (A) or (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⁾	13,687 D \$ 30 0		I	Directors NQ Deferred Compensation Plan

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
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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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (2)	\$ 30.1089	04/10/2007		D		2,172		08/01/2006	01/22/2012	Common Stock	2,172
Stock Options (2)	\$ 54.2316	04/10/2007		D		2,606		08/01/2006	01/27/2008	Common Stock	2,606
Stock Options (2)	\$ 30.1089	04/10/2007		D		4,343		08/01/2006	01/22/2012	Common Stock	4,343
Stock Options (2)	\$ 34.9295	04/10/2007		D		9,121		08/01/2006	01/13/2010	Common Stock	9,121
Stock Options (2)	\$ 32.2031	04/10/2007		D		13,031		08/01/2006	12/09/2008	Common Stock	13,031
Stock Options (2)	\$ 49.5888	04/10/2007		D		31,274		08/01/2006	12/17/2007	Common Stock	31,274

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT F REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054		X		

Signatures

/s/ Seth Truwit, as attorney-in-fact for Robert F.
Smith

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) 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 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) 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.

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