

WYNDHAM WORLDWIDE CORP
 Form 4
 August 02, 2006

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

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 *
HOLMES STEPHEN P

(Last) (First) (Middle)

C/O WYNDHAM WORLDWIDE CORPORATION, SEVEN SYLVAN WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WYNDHAM WORLDWIDE CORP [WYN]

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2006

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)
Chairman, Pres, and CEO

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 (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 (1) or (2)	(A) or (D)	Price
Common Stock	07/31/2006		J		59,383	A	\$ 0
					(1) (2)		
Common Stock	07/31/2006		J		3,394	A	\$ 0
Common Stock	07/31/2006		J		22,000	A	\$ 0
Common Stock	07/31/2006		J		43,357	A	\$ 0
					(3)		

Edgar Filing: WYNDHAM WORLDWIDE CORP - Form 4

Common Stock 08/01/2006 A 78,493⁽⁴⁾ A \$ 0 78,493 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)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Stock Settled Stock Appreciation Right	\$ 31.85	08/01/2006		A	179,726 ⁽⁵⁾	05/02/2007 05/02/2016	Common Stock	17	
Employee Stock Options ⁽⁶⁾	\$ 20.6189	08/01/2006		J	18,829	08/01/2006 04/30/2007	Common Stock	18	
Employee Stock Options ⁽⁶⁾	\$ 42.0257	08/01/2006		J	43,360	08/01/2006 12/17/2007	Common Stock	43	
Employee Stock Options ⁽⁶⁾	\$ 42.0257	08/01/2006		J	66,931	08/01/2006 10/14/2008	Common Stock	66	
Employee Stock Options ⁽⁶⁾	\$ 20.6189	08/01/2006		J	70,271	08/01/2006 12/17/2007	Common Stock	70	
Employee Stock Options ⁽⁶⁾	\$ 37.5605	08/01/2006		J	125,098	08/01/2006 04/21/2009	Common Stock	12	
Employee Stock Options ⁽⁶⁾	\$ 46.4384	08/01/2006		J	105,030	08/01/2006 01/13/2010	Common Stock	10	
Employee Stock Options ⁽⁶⁾	\$ 19.7784	08/01/2006		J	208,498	08/01/2006 01/03/2011	Common Stock	20	

Employee Stock Options ⁽⁶⁾	\$ 40.0295	08/01/2006	J	12,162	08/01/2006	01/22/2012	Common Stock	12
Employee Stock Options ⁽⁶⁾	\$ 40.0295	08/01/2006	J	24,324	08/01/2006	01/22/2012	Common Stock	24

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P C/O WYNDHAM WORLDWIDE CORPORATION SEVEN SYLVAN WAY PARSIPPANY, NJ 07054	X		Chairman, Pres, and CEO	

Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for Stephen P.
Holmes

08/02/2006

__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) Received shares as part of the pro rata distribution of shares of Wyndham Worldwide Corporation by Cendant Corporation to its stockholders (the "Distribution").

(2) Includes 18,125 shares held in a non-qualified deferred compensation plan.

(3) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with Wyndham Worldwide Corporation's separation from Cendant Corporation on July 31, 2006. All of the restricted stock units vest on August 15, 2006 (assuming the reporting person remains employed by Wyndham Worldwide Corporation through such date), which is the 15th day following the July 31, 2006 simultaneous distribution of Realogy Corporation and Wyndham Worldwide Corporation from Cendant Corporation. The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.

(4) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.

(5) Consists of SSARS granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The SSARS vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment, and confer upon the reporting person the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.

(6) All stock options listed in Table II were issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All options listed in Table II are fully exercisable.

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.