

WYNDHAM WORLDWIDE CORP

Form 4

November 24, 2008

**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 \*  
Hanning Franz S

(Last) (First) (Middle)

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)

11/21/2008

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)  
Pres. CEO Wyndham Vac. Own.

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<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 (A)<br>or Disposed of (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<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 11/21/2008                              |                                                             | P                                    | 50,000                                                                  | A<br>\$<br>2.7149<br>(1)                                                                                           | 86,498                                                                  | D                                                                 |
| Common<br>Stock                       |                                         |                                                             |                                      |                                                                         | 138,167 (2)                                                                                                        |                                                                         | 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**

SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Hanning Franz S  
WYNDHAM WORLDWIDE CORPORATION  
SEVEN SYLVAN WAY  
PARSIPPANY, NJ 07054

Pres. CEO Wyndham Vac. Own.

## Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Franz S.  
Hanning

11/24/2008

\_\_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).

The average price for the purchase of 50,000 shares in the aggregate was \$2.7149 per share. Actual prices of shares purchased were as follows: 1,000 shares at \$2.7537; 4,000 shares at \$2.7511; 503 shares at \$2.7500; 2,000 shares at \$2.7464; 1,900 shares at \$2.7440; 1,300 shares at \$2.7433; 600 shares at \$2.7400; 1,800 shares at \$2.7396; 1,400 shares at \$2.7387; 2,000 shares at \$2.7374; 4,000 shares at \$2.7373; 900 shares at \$2.7359; 100 shares at \$2.7309; 1,797 shares at \$2.7300; 4,600 shares at \$2.7190; 700 shares at \$2.7100; 1,100 shares at \$2.7078; 1,200 shares at \$2.7053; 1,800 shares at \$2.7052; 1,200 shares at \$2.7023; 900 shares at \$2.7012; 1,900 shares at \$2.7000; 1,200 shares at \$2.6986; 1,200 shares at \$2.6939; 1,900 shares at \$2.6900; 2,500 shares at \$2.6710; 1,200 shares at \$2.6682; 3,700 shares at \$2.6634; 700 shares at \$2.6500 and 900 shares at \$2.6475.

(2) Includes restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.

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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