

HOLMES STEPHEN P
Form 4
December 13, 2017

FORM 4

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

OMB APPROVAL

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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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President & CEO

WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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	Price	
Common Stock	12/11/2017		M		87,807	A \$ 60.24	1,217,091 D
Common Stock	12/11/2017		M		66,766	A \$ 72.97	1,283,857 D
Common Stock	12/11/2017		M		50,539	A \$ 91.81	1,334,396 D
Common Stock	12/11/2017		M		36,496	A \$ 71.65	1,370,892 D
	12/11/2017		D		154,484	D	1,216,408 D

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Common Stock					\$			
					112.74			
Common Stock	12/11/2017		F	45,176 <u>(1)</u>	D	\$	1,171,232	D
						112.74		
Common Stock							148,109 <u>(2)</u>	D

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

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(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 Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock-Settled Stock Appreciation	\$ 60.24	12/11/2017		M		<u>(4)</u>	02/28/2019	Common Stock	87,807
Stock-Settled Stock Appreciation	\$ 72.97	12/11/2017		M		<u>(5)</u>	02/27/2020	Common Stock	66,766
Stock-Settled Stock Appreciation	\$ 91.81	12/11/2017		M		<u>(7)</u>	02/26/2021	Common Stock	50,539
Stock-Settled Stock Appreciation	\$ 71.65	12/11/2017		M		<u>(8)</u>	02/25/2022	Common Stock	36,496

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P WYNDHAM WORLDWIDE CORPORATION	X		Chairman, President &	

22 SYLVAN WAY
PARSIPPANY, NJ 07054

CEO

Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Stephen P.
Holmes

12/13/2017

__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 shares of common stock withheld as payment of tax liability.
- (2) Restricted stock units as previously reported.
- (3) Transaction to exercise previously granted stock-settled stock appreciation rights. All of the net shares received upon the exercise were retained by the reporting person.
- (4) Vested ratably over a period of four years on each anniversary of February 27, 2013.
- (5) Vested ratably over a period of four years on each anniversary of February 27, 2014.
- (6) Stock-settled stock appreciation rights as previously reported.
- (7) Vested ratably over a period of four years on each anniversary of February 27, 2015.
- (8) Vested ratably over a period of four years on each anniversary of February 27, 2016.

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.