

REALOGY CORP
Form 4
April 11, 2007

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 *
SMITH RICHARD A

(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)
Vice Chairman and President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	04/10/2007		D ⁽¹⁾		117,537	D	\$ 30 0
Common Stock	04/10/2007		D ⁽²⁾		49,866	D	\$ 30 0
Common Stock	04/10/2007		D ⁽²⁾		129	D	\$ 30 0

Officer NQ
Deferred
Compensation
Plan (Deferred
LTIP shares)

Officer NQ
Deferred
Compensation
Plan

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

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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)

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)	Am Nur Sha
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Settled Appreciation Rights (SSARs) ⁽³⁾	\$ 26.1	04/10/2007		D	322,928	⁽³⁾ 07/31/2013	Common Stock	32
Employee Stock Options ⁽⁴⁾	\$ 15.5089	04/10/2007		D	15,556	08/01/2006 12/17/2007	Common Stock	15
Employee Stock Options ⁽⁴⁾	\$ 30.1089	04/10/2007		D	21,718	08/01/2006 01/22/2012	Common Stock	21
Employee Stock Options ⁽⁴⁾	\$ 19.386	04/10/2007		D	36,567	08/01/2006 12/17/2007	Common Stock	36
Employee Stock Options ⁽⁴⁾	\$ 30.1089	04/10/2007		D	43,436	08/01/2006 01/22/2012	Common Stock	43
Employee Stock Options ⁽⁴⁾	\$ 15.5089	04/10/2007		D	62,630	08/01/2006 04/30/2007	Common Stock	62
Employee Stock Options ⁽⁴⁾	\$ 15.5089	04/10/2007		D	65,155	08/01/2006 10/14/2008	Common Stock	65
Employee Stock Options ⁽⁴⁾	\$ 34.9295	04/10/2007		D	70,368	08/01/2006 01/13/2010	Common Stock	70
Employee Stock Options ⁽⁴⁾	\$ 19.386	04/10/2007		D	76,085	08/01/2006 01/27/2008	Common Stock	76

Employee Stock Options ⁽⁴⁾	\$ 25.2518	04/10/2007		D	156,373	08/01/2006	04/21/2009	Common Stock	15
Employee Stock Options ⁽⁴⁾	\$ 14.8767	04/10/2007		D	260,622	08/01/2006	01/03/2011	Common Stock	26

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RICHARD A REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054	X		Vice Chairman and President	

Signatures

/s/ Seth Truwit, as attorney-in-fact for Richard A. 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) Includes Reporting Person's restricted stock units which were vested and shares, all of which 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 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) Reporting Person's holdings of deferred stock units granted under 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 Merger Agreement.
 - (3) Reflects the issuance of SSARs pursuant to a performance based award granted to Reporting Person under the 2006 Equity and Incentive Plan. The SSARs were vested on the Transaction Date and, in accordance with the terms of the 2006 Equity and Incentive Plan and the Merger Agreement, 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.
 - (4) 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. 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.