

BUCKMAN JAMES E
Form 4
September 16, 2010

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 *
BUCKMAN JAMES E

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)

WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY

3. Date of Earliest Transaction (Month/Day/Year)
09/14/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

PARSIPPANY, NJ 07054

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

(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 (A) or (D) Price			
Common Stock	09/14/2010		M	95,399 A \$ 19.7784	114,079 ⁽¹⁾	D	
Common Stock	09/14/2010		S ⁽²⁾	95,399 D \$ 27.0007 ⁽³⁾	18,680 ⁽¹⁾	D	
Common Stock					23,308 ⁽⁴⁾	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.7784	09/14/2010		M	95,399	08/01/2006	01/03/2011	Common Stock	95,399

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUCKMAN JAMES E
WYNDHAM WORLDWIDE CORPORATION
22 SYLVAN WAY
PARSIPPANY, NJ 07054

X

Signatures

/s/ Scott G. McLester as Attorney-in-Fact for James E. Buckman

09/16/2010

**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 3,220 shares held in the reporting person's IRA account.
- (2) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 13, 2010.
- (3) The average price for the sale of 95,399 shares in the aggregate was \$27.0007 per share. Actual prices of shares sold was as follows: 85,399 shares at \$27.00; 200 shares at \$27.0001; 1,300 shares at \$27.0002; 1,000 shares at \$27.0003; 500 shares at \$27.0004; 700 shares at \$27.0005; 300 shares at \$27.0006; 200 shares at \$27.0009; 200 shares at \$27.0013; 100 shares at \$27.0017; 500 shares at \$27.0075; 2,800 shares at \$27.01; 800 shares at \$27.0102; 100 shares at \$27.0103; 200 shares at \$27.0106; 100 shares at \$27.0107; 200 shares at

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\$27.0108; 100 shares at \$27.0113; 100 shares at \$27.012; 100 shares at \$27.015; 400 shares at \$27.02; and 100 shares at \$27.0207.

- Consists of deferred stock units issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan to satisfy obligations under the Wyndham Worldwide Corporation's Non-Employee Directors Deferred Compensation Plan with respect to shares issued to the
- (4) reporting person for quarterly retainer fees for non-employee Directors. Each deferred stock unit will entitle the reporting person to receive one share of common stock following the reporting person's retirement or termination of service from the Board of Directors for any reason. The reporting person may not sell or receive value from any deferred stock unit prior to termination of service.

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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