

REALOGY HOLDINGS CORP.
Form 4
November 12, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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 *
BENSON DEA

2. Issuer Name and Ticker or Trading Symbol
**REALOGY HOLDINGS CORP.
[RLGY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
11/11/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, CHIEF ACCOUNTING OFFICER

**C/O REALOGY HOLDINGS
CORP., 175 PARK AVENUE**

(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

MADISON, NJ 07940

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock, \$0.01 par value	11/11/2013		M	6,250 A \$ 27	14,063	D	
Common Stock, \$0.01 par value	11/11/2013		S ⁽¹⁾	6,250 D \$ 42.77	7,813	D	
Common Stock, \$0.01 par	11/11/2013		M	1,750 A \$ 17.5	9,563	D	

Edgar Filing: REALOGY HOLDINGS CORP. - Form 4

value

Common Stock, \$0.01 par value 11/11/2013 S⁽¹⁾ 1,750 D \$ 42.77 7,813 D

Common Stock, \$0.01 par value 11/11/2013 M 800 A \$ 21.5 8,613 D

Common Stock, \$0.01 par value 11/11/2013 S⁽¹⁾ 800 D \$ 42.77 7,813 D

Common Stock, \$0.01 par value 11/11/2013 M 2,250 A \$ 20.75 10,063 D

Common Stock, \$0.01 par value 11/11/2013 S⁽¹⁾ 2,250 D \$ 42.77 7,813 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 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)	\$ 27	11/11/2013		M	6,250	10/10/2013	10/10/2022	Common Stock, \$0.01 par value	25,000

Employee Stock Option (right to buy)	\$ 17.5	11/11/2013	M	1,750	04/30/2013	04/30/2022	Common Stock, \$0.01 par value	7,000
Employee Stock Option (right to buy)	\$ 21.5	11/11/2013	M	800	03/03/2012	03/03/2021	Common Stock, \$0.01 par value	1,600
Employee Stock Option (right to buy)	\$ 20.75	11/11/2013	M	2,250	07/01/2011	11/10/2020	Common Stock, \$0.01 par value	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENSON DEA C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940			SVP, CHIEF ACCOUNTING OFFICER	

Signatures

/s/ Seth I. Truweit as attorney-in-fact for Dea M. Benson
11/12/2013

**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) A portion of the proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise, and applicable withholding taxes. The sale of shares was made pursuant to a pre-established 10b5-1 plan.

Remarks:

Exhibit 24.1 -- Power of Attorney of Dea M. Benson.* *Previously filed.

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.