

WYNDHAM WORLDWIDE CORP  
Form 4  
August 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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 \*  
McLester Scott G

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)  
07/31/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec VP and General Counsel

C/O WYNDHAM WORLDWIDE CORPORATION, SEVEN 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	07/31/2006		J		437 <sup>(1)</sup>	A	\$ 0
Common Stock	07/31/2006		J		2,630 <sup>(2)</sup>	A	\$ 0
Common Stock	08/01/2006		A		21,978 <sup>(3)</sup>	A	\$ 0

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

SEC 1474 (9-02)

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**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 Options <sup>(4)</sup>	\$ 19.7784	08/01/2006		J	1,042	08/01/2006	01/03/2011	Common Stock	1,042
Employee Stock Options <sup>(4)</sup>	\$ 33.587	08/01/2006		J	2,501	08/01/2006	04/19/2011	Common Stock	2,501
Employee Stock Options <sup>(4)</sup>	\$ 40.0295	08/01/2006		J	4,003	08/01/2006	01/22/2012	Common Stock	4,003

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

McLester Scott G  
C/O WYNDHAM WORLDWIDE CORPORATION  
SEVEN SYLVAN WAY  
PARSIPPANY, NJ 07054

Exec VP and General Counsel

## Signatures

/s/ Lynn A. Feldman as Attorney-in Fact for Scott G. Mclester

08/02/2006

\*\*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)

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Received shares as part of the pro rata distribution of shares of Wyndham Worldwide Corporation by Cendant Corporation to its stockholders (the "Distribution").

- (2) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation equity plans in connection with Wyndham Worldwide Corporation's separation from Cendant Corporation on July 31, 2006. All of the restricted stock units vest on August 15, 2006 (assuming the reporting person remains employed by Wyndham Worldwide Corporation through such date), which is the 15th day following the July 31, 2006 simultaneous distribution of Realogy Corporation an Wyndham Worldwide Corporation from Cendant Corporation. The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.

- (3) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.

- (4) All stock options listed in Table II were issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All options listed in Table II are fully exercisable.

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.