

WYNDHAM WORLDWIDE CORP  
Form 4  
August 02, 2006

**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**

(Last) (First) (Middle)

**C/O WYNDHAM WORLDWIDE CORPORATION, SEVEN SYLVAN WAY**

(Street)

**PARSIPPANY, NJ 07054**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**07/31/2006**

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)  
**Chairman, Pres, and CEO**

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. 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 (D) Price  |   |  |                                   |
| Common Stock                    | 07/31/2006                           |  | J                  | 59,383 (1) (2) A \$ 0   | 59,383  | D  |                                   |
| Common Stock                    | 07/31/2006                           |  | J                  | 3,394 A \$ 0  | 3,394   | I  | by children                       |
| Common Stock                    | 07/31/2006                           |  | J                  | 22,000 A \$ 0   | 22,000  | I  | by charitable trust               |
| Common Stock                    | 07/31/2006                           |  | J                  | 43,357 (3) A \$ 0   | 43,357  | D  |                                   |

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Common Stock      08/01/2006      A      78,493<sup>(4)</sup>      A      \$ 0      78,493      D

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

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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 Security (Instr. 3 and 4) |       |                  |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Am<br>Nur<br>Sha |
| Stock Settled Stock Appreciation Right     | \$ 31.85   | 08/01/2006                           |  | A                              | 179,726 <sup>(5)</sup>  | 05/02/2007 05/02/2016                                    | Common Stock  | 17    |                  |
| Employee Stock Options <sup>(6)</sup>      | \$ 20.6189   | 08/01/2006                           |  | J                              | 18,829  | 08/01/2006 04/30/2007                                    | Common Stock  | 18    |                  |
| Employee Stock Options <sup>(6)</sup>      | \$ 42.0257   | 08/01/2006                           |  | J                              | 43,360  | 08/01/2006 12/17/2007                                    | Common Stock  | 43    |                  |
| Employee Stock Options <sup>(6)</sup>      | \$ 42.0257   | 08/01/2006                           |  | J                              | 66,931  | 08/01/2006 10/14/2008                                    | Common Stock  | 66    |                  |
| Employee Stock Options <sup>(6)</sup>      | \$ 20.6189   | 08/01/2006                           |  | J                              | 70,271  | 08/01/2006 12/17/2007                                    | Common Stock  | 70    |                  |
| Employee Stock Options <sup>(6)</sup>      | \$ 37.5605   | 08/01/2006                           |  | J                              | 125,098   | 08/01/2006 04/21/2009                                    | Common Stock  | 12    |                  |
| Employee Stock Options <sup>(6)</sup>      | \$ 46.4384   | 08/01/2006                           |  | J                              | 105,030   | 08/01/2006 01/13/2010                                    | Common Stock  | 10    |                  |
| Employee Stock Options <sup>(6)</sup>      | \$ 19.7784   | 08/01/2006                           |  | J                              | 208,498   | 08/01/2006 01/03/2011                                    | Common Stock  | 20    |                  |

|                                       |            |            |   |        |            |            |              |    |
|---------------------------------------|------------|------------|---|--------|------------|------------|--------------|----|
| Employee Stock Options <sup>(6)</sup> | \$ 40.0295 | 08/01/2006 | J | 12,162 | 08/01/2006 | 01/22/2012 | Common Stock | 12 |
| Employee Stock Options <sup>(6)</sup> | \$ 40.0295 | 08/01/2006 | J | 24,324 | 08/01/2006 | 01/22/2012 | Common Stock | 24 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| HOLMES STEPHEN P<br>C/O WYNDHAM WORLDWIDE CORPORATION<br>SEVEN SYLVAN WAY<br>PARSIPPANY, NJ 07054 | X             |           | Chairman,<br>Pres, and<br>CEO |       |

## Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for Stephen P. Holmes

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) Received shares as part of the pro rata distribution of shares of Wyndham Worldwide Corporation by Cendant Corporation to its stockholders (the "Distribution").
- (2) Includes 18,125 shares held in a non-qualified deferred compensation plan.  
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's 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 and 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) Consists of SSARS granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The SSARS vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment, and confer upon the reporting person the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.
- (5) 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.
- (6)

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.