

WYNDHAM WORLDWIDE CORP
 Form 3
 August 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Anderson Thomas F
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
 08/01/2006

3. Issuer Name and Ticker or Trading Symbol

WYNDHAM WORLDWIDE CORP [WYN]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 EVP and Chief RE Dev. Off.

C/O WYNDHAM
 WORLDWIDE
 CORPORATION,Â SEVEN
 SYLVAN WAY

(Street)

PARSIPPANY,Â NJÂ 07054

(City) (State) (Zip)

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 Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

1,834 ⁽¹⁾

D Â

Common Stock

6,044 ⁽²⁾

D Â

Common Stock

21,978 ⁽³⁾

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options <u>(4)</u>	08/01/2006	02/10/2009	Common Stock	854	\$ 38.3485	D	Â
Employee Stock Options <u>(4)</u>	08/01/2006	04/21/2009	Common Stock	625	\$ 37.5605	D	Â
Employee Stock Options <u>(4)</u>	08/01/2006	01/13/2010	Common Stock	2,501	\$ 46.4384	D	Â
Employee Stock Options <u>(4)</u>	08/01/2006	06/15/2010	Common Stock	1,501	\$ 25.7408	D	Â
Employee Stock Options <u>(4)</u>	08/01/2006	01/13/2011	Common Stock	2,084	\$ 19.7784	D	Â
Employee Stock Options <u>(4)</u>	08/01/2006	10/18/2011	Common Stock	8,339	\$ 27.0015	D	Â
Employee Stock Options <u>(4)</u>	08/01/2006	01/22/2012	Common Stock	10,007	\$ 40.0295	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anderson Thomas F C/O WYNDHAM WORLDWIDE CORPORATION SEVEN SYLVAN WAY PARSIPPANY, NJ 07054	Â	Â	Â EVP and Chief RE Dev. Off.	Â

Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for Thomas F.
Anderson

08/02/2006

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) 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

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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.

- Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in
- (3) 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.

- All stock options listed in Table II were issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan pursuant to
- (4) 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.

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