

WYNDHAM WORLDWIDE CORP
 Form 4
 March 03, 2014

FORM 4

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

OMB APPROVAL

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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 *
Ballotti Geoffrey A

(Last) (First) (Middle)

C/O WYNDHAM WORLDWIDE CORPORATION, 22 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)
02/27/2014

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)
 Pres./CEO WER

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. 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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	02/27/2014		A		32,669 ⁽¹⁾ A \$ 0	219,284 ⁽²⁾	D
Common Stock	02/27/2014		F		48,276 ⁽³⁾ D \$ 72.97	171,008	D
Common Stock	02/27/2014		A		35,631 ⁽⁴⁾ A \$ 0	107,771 ⁽⁵⁾	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ballotti Geoffrey A C/O WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054			Pres./CEO WER	

Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Geoffrey A. Ballotti 03/03/2014

**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) Common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of performance vested restricted stock units granted on February 24, 2011.
- (2) Includes 60,941 shares of common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on February 27, 2014.
- (3) Common stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3. 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 February 27, 2014, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.
- (5) Restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan including as previously reported.

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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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