

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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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 \*  
 Anderson Thomas F

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)  
 C/O WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY

3. Date of Earliest Transaction (Month/Day/Year)  
 02/27/2014

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

(Street)  
 PARSIPPANY, NJ 07054

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

(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 Indirect Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/27/2014		A		16,334 <sup>(1)</sup> \$ 0	D	
Common Stock	02/27/2014		F		22,837 <sup>(3)</sup> \$ 72.97	D	
Common Stock	02/27/2014		A		21,926 <sup>(4)</sup> \$ 0	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**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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
Anderson Thomas F C/O WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054			EVP and Chief RE Dev. Off.	

## Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Thomas F. Anderson  
 \*\*Signature of Reporting Person  
 Date 03/03/2014

## 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 28,918 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.

## Edgar Filing: WYNDHAM WORLDWIDE CORP - Form 4

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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