

WYNDHAM WORLDWIDE CORP  
Form FWP  
March 12, 2012

WYNDHAM WORLDWIDE CORPORATION

Pricing Term Sheet

Filed pursuant to Rule 433

Relating to

Prospectus Supplement dated March 12, 2012 to

Prospectus dated February 27, 2012

Registration Statement No. 333- 179710

**\$150,000,000 4.250% Notes due 2022**

<b>Issuer:</b>	Wyndham Worldwide Corporation
<b>Trade Date:</b>	March 12, 2012
<b>Settlement Date:</b>	March 15, 2012
<b>Title of Securities:</b>	4.250% Notes due 2022
<b>Principal Amount:</b>	\$150,000,000 reopening for a total amount of \$650,000,000
<b>Maturity Date:</b>	March 1, 2022
<b>Interest Rate:</b>	4.250% per annum
<b>Price to Public:</b>	99.063% plus accrued interest from and including March 7, 2012
<b>Gross Proceeds to Issuer:</b>	\$148,594,500 excluding proceeds in respect of accrued interest from March 7, 2012
<b>Yield to Maturity:</b>	4.367%
<b>Spread to Benchmark Treasury:</b>	T + 235 basis points
<b>Benchmark Treasury:</b>	2.000% Notes due February 15, 2022
<b>Benchmark Treasury Price / Yield:</b>	99-27 / 2.017%
<b>Interest Payment Dates:</b>	March 1 and September 1, commencing September 1, 2012
<b>Optional Redemption Provisions:</b>	Prior to December 1, 2021, make-whole call at any time at a discount rate of Treasury plus 35 basis points; par call at any time on and after December 1, 2021
<b>CUSIP / ISIN:</b>	98310WAJ7 / US98310WAJ71
<b>Joint Bookrunners:</b>	J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

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**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 1-800-294-1322.**