WYNDHAM WORLDWIDE CORP

Form 4 March 01, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

may continue. See Instruction

obligations

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McLester Scott G

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

Symbol

WYNDHAM WORLDWIDE CORP

(Check all applicable)

[WYN]

(Middle)

(Zin)

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

Director X_ Officer (give title

10% Owner Other (specify

WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN

WAY

(Last)

(City)

02/27/2016

below) Exec. VP & General Counsel

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PARSIPPANY, NJ 07054

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (C Code (Instr. 3, 4 and 5) (Instr. 8)			of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/27/2016		A	20,918 (1)	A	\$0	28,593	D	
Common Stock	02/27/2016		F	10,849 (2)	D	\$ 72.84	17,744	D	
Common Stock	02/28/2016		A	9,960 (3)	A	\$ 0	27,704	D	
Common Stock	02/28/2016		F	4,648 (4)	D	\$ 72.84	23,056	D	
							54,267 <u>(5)</u>	D	

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Common Stock

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

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SEC 1474

(9-02)

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

1. Title of Derivating Security (Instr. 3)	ve Conversion or Exercise	Execution Date, if Tran any Code	4. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed	.	Date	Amour Under Securi	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans
				of (D) (Instr. 3, 4, and 5)	Date Expiration		Amount or			(Instr
			Code V	(A) (D)	Exercisable	Date	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Exec. VP & General Counsel

McLester Scott G WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054

Signatures

/s/ Scott G. 03/01/2016 McLester

**Signature of Date Reporting Person

Explanation of Responses:

Explanation of nesponses.

- * 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 previously-granted restricted stock units which vested on February 27, 2016.
- (2) Common stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3.

Reporting Owners 2

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- (3) Common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of performance vested restricted stock units which vested on February 28, 2016.
- (4) Common stock withheld as payment of tax liability incident to the vesting of performance vested restricted stock units granted in accordance with Rule 16b-3.
- (5) Includes restricted stock units as previously reported.

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.