

REALOGY CORP
Form 4
August 03, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SILVERMAN HENRY R

(Last) (First) (Middle)

**REALOGY CORPORATION, 1
CAMPUS DRIVE**

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
REALOGY CORP [H]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2006

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)

Chairman and CEO

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 Beneficial Ownership (Instr. 4)
Common Stock	07/31/2006		J	2,309,456	A \$ 0 2,309,456 ⁽¹⁾	D	

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

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information contained in this form are not
required to respond unless the form
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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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Options ⁽²⁾	\$ 28.2518	08/01/2006		J		176,936		08/01/2006	04/21/2009	Common Stock	176,936
Employee Stock Options	\$ 14.8767	08/01/2006		J		213,997		08/01/2006	01/03/2011	Common Stock	213,997
Employee Stock Options	\$ 31.6104	08/01/2006		J		262,691		08/01/2006	04/30/2007	Common Stock	262,691
Employee Stock Options	\$ 28.2518	08/01/2006		J		604,930		08/01/2006	04/21/2009	Common Stock	604,930
Employee Stock Options	\$ 14.8767	08/01/2006		J		619,994		08/01/2006	01/03/2011	Common Stock	619,994
Employee Stock Options	\$ 14.8767	08/01/2006		J		729,743		08/01/2006	01/03/2011	Common Stock	729,743
Employee Stock Options	\$ 34.9295	08/01/2006		J		781,867		08/01/2006	01/13/2010	Common Stock	781,867
Employee Stock Options	\$ 15.5089	08/01/2006		J		989,912		08/01/2006	04/30/2007	Common Stock	989,912
Employee Stock Options	\$ 31.6104	08/01/2006		J		1,979,824		08/01/2006	12/17/2007	Common Stock	1,979,824

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVERMAN HENRY R REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054	X		Chairman and CEO	

Signatures

/s/ Seth Truwit as attorney-in-fact for Henry R.
Silverman

08/03/2006

__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) Received shares as part of the pro rata distribution of shares of Realogy Corporation by Cendant Corporation to its stockholders (the "Distribution").

All stock options listed in Table II were issued under the Realogy Corporation 2006 Equity and Incentive Plan pursuant to the equitable

(2) 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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