

REALOGY CORP
Form 4
April 11, 2007

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 *
Kelleher Kevin J

(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)
04/10/2007

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)
President & CEO, Cartus

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)		
			Code	V	Amount	(D)	Price		
Common Stock	04/10/2007		A ⁽¹⁾		38,314	A	\$ 0 93,871	D	
Common Stock	04/10/2007		D ⁽²⁾		93,871	D	\$ 30 0	D	
Common Stock	04/10/2007		D ⁽³⁾		195	D	\$ 30 0	I	Officer NQ Deferred Compensation Plan

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Settled Appreciation Rights (SSARs) ⁽⁴⁾	\$ 26.1	04/10/2007		D	41,576	05/02/2007	08/01/2013	Common Stock	41,576
Employee Stock Options ⁽⁵⁾	\$ 19.386	04/10/2007		D	7,590	08/01/2006	01/27/2008	Common Stock	7,590
Employee Stock Options ⁽⁵⁾	\$ 34.9295	04/10/2007		D	18,243	08/01/2006	01/13/2010	Common Stock	18,243
Employee Stock Options ⁽⁵⁾	\$ 30.1089	04/10/2007		D	30,023	08/01/2006	01/22/2012	Common Stock	30,023
Employee Stock Options ⁽⁵⁾	\$ 28.2518	04/10/2007		D	39,093	08/01/2006	04/21/2009	Common Stock	39,093

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelleher Kevin J REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054			President & CEO, Cartus	

Signatures

/s/ Seth Truwit, as attorney-in-fact for Kevin J. Kelleher 04/11/2007

__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) Reflects the issuance of restricted stock units pursuant to a performance based award granted to Reporting Person under the Realogy Corporation 2006 Equity and Incentive Plan (the "2006 Equity and Incentive Plan"). The restricted stock units were vested on the Transaction Date in accordance with the terms of the 2006 Equity and Incentive Plan and the Agreement and Plan of Merger, dated as of December 15, 2006, among Domus Holdings Corp., Domus Acquisition Corp. and the Issuer (the "Merger Agreement").

(2) Includes Reporting Person's restricted stock units which were vested and shares, all of which were converted into the right to receive \$30 per share in cash or equity, as applicable, on the Transaction Date under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement.

(3) Reporting Person's holdings of deferred stock units granted under the 2006 Equity and Incentive Plan were converted into the right to receive \$30 per share in cash or equity, as applicable, on the Transaction Date under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement.

(4) The SSARs were issued under the 2006 Equity and Incentive Plan. The SSARs were to vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the Reporting Person's continued employment. Reporting Person's SSARs were vested under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement. In accordance with the terms of the 2006 Equity and Incentive Plan and the Merger Agreement, these SSARs were cancelled and converted on the Transaction Date into the right to receive a cash payment equal to the number of outstanding shares of Issuer common stock underlying the SSARs multiplied by the amount by which \$30 exceeded the exercise price of the SSARs, without interest and less any applicable withholding taxes.

(5) All stock options listed in Table II were issued under the 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the pro rata distribution of shares of Issuer by Cendant Corporation to its stockholders. All options listed in Table II were fully exercisable. Reporting Person's options were cancelled and converted on the Transaction Date, under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement, into the right to receive a cash payment equal to the number of outstanding shares of Issuer common stock underlying the options multiplied by the amount (if any) by which \$30 exceeded the exercise price, without interest and less any applicable withholding taxes. In accordance with the terms of the Merger Agreement, all stock options with an exercise price above the merger consideration of \$30 per share were cancelled on the Transaction Date and no payment will be made thereon.

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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