

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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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 *
Casey Donald 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, TRG

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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	04/10/2007		A ⁽¹⁾		38,314	A	\$ 0 75,900	D	
Common Stock	04/10/2007		D ⁽²⁾		75,900	D	\$ 30 0	D	
Common Stock	04/10/2007		D ⁽³⁾		2,058	D	\$ 30 0	I	Held in 401(k) Plan

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

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(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	27,715	05/02/2007	08/01/2013	Common Stock	27,715
Employee Stock Options ⁽⁵⁾	\$ 34.9295	04/10/2007		D	7,199	08/01/2006	01/13/2010	Common Stock	7,199
Employee Stock Options ⁽⁵⁾	\$ 28.2518	04/10/2007		D	10,424	08/01/2006	04/21/2009	Common Stock	10,424
Employee Stock Options ⁽⁵⁾	\$ 29.5214	04/10/2007		D	10,424	08/01/2006	04/17/2012	Common Stock	10,424
Employee Stock Options ⁽⁵⁾	\$ 30.1089	04/10/2007		D	13,760	08/01/2006	01/22/2012	Common Stock	13,760
Employee Stock Options ⁽⁵⁾	\$ 37.7428	04/10/2007		D	21,920	08/01/2006	04/30/2007	Common Stock	21,920
Employee Stock Options ⁽⁵⁾	\$ 15.5089	04/10/2007		D	22,152	08/01/2006	10/14/2008	Common Stock	22,152

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Casey Donald J REALOGY CORPORATION			President & CEO, TRG	

1 CAMPUS DRIVE
PARSIPPANY, NJ 07054

Signatures

Seth Truwit, as attorney-in-fact for Donald J.
Casey

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 shares 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 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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