

SMITH RICHARD A

Form 4

December 21, 2012

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 *
SMITH RICHARD A

(Last) (First) (Middle)

C/O REALOGY HOLDINGS
CORP., ONE CAMPUS DRIVE

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Realogy Holdings Corp. [RLGY]

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2012

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, President 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 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, par value \$0.01 per share	12/19/2012		A	65,787 (1)	A \$ 0 197,040	D	
Common Stock, par value \$0.01 per share	12/19/2012		F	30,492 (2)	D \$ 40.13 166,548 (3)	D	

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

**Persons who respond to the collection of
information contained in this form are not**

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SMITH RICHARD A C/O REALOGY HOLDINGS CORP. ONE CAMPUS DRIVE PARSIPPANY, NJ 07054	X Chairman, President and CEO

Signatures

/s/ Seth I. Truweit, Attorney-in-Fact for Richard A. Smith 12/21/2012

**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) Represents shares issued under the 2007 Stock Incentive Plan pursuant to the terms of the 2012 Realogy Executive Incentive Plan, as amended ("EIP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (2). Reporting Person received 11/12ths of total payment under the EIP, with the balance payable in cash in March 2013 and subject to adjustment based upon full year 2012 audited results. Bonus was above target and Reporting Person elected to receive 80% of December 2012 payment in stock rather than 50% minimum set forth in the EIP. Because performance achieved was above target, the number of shares received (including any additional shares that the Reporting Person elected to receive in shares) was equal to the product of 1.2 multiplied by the quotient equal to dollar amount of the bonus payable in December 2012 divided by the closing sale price of the common stock on December 19, 2012.
- (2) These shares were withheld in order to pay applicable withholding taxes upon issuance of shares described in footnote (1).
- (3) Shares subject to existing lock-up arrangements in connection with the Company's initial public offering.

Remarks:

Exhibit 24.1 - Power of Attorney of Richard A. Smith.* *Previously filed

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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