

Casey Donald J
Form 4
April 18, 2013

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Casey Donald J

(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)
04/18/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Pres/CEO, Title Resource Group

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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, \$0.01 par value	04/18/2013		A	35,753 (1)	A \$ 44 63,991	D	
Common Stock, \$0.01 par value	04/18/2013		F	15,382 (2)	D \$ 44 48,609	D	
Common Stock, \$0.01 par value	04/18/2013		A	5,362 (3)	A \$ 0 53,971	D	

Edgar Filing: Casey Donald J - Form 4

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 required to respond unless the form displays a currently valid OMB control number.

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 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. 6)
				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

Casey Donald J
C/O REALOGY HOLDINGS CORP.
ONE CAMPUS DRIVE
PARSIPPANY, NJ 07054

Pres/CEO, Title Resource Group

Signatures

/s/ Seth I. Truweit, attorney-in-fact for Donald J.
Casey

04/18/2013

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).

- Represents fully vested shares issued under the 2007 Stock Incentive Plan pursuant to the Realogy Group LLC Phantom Value Plan
- ("PVP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (2). Pursuant to the terms of the PVP, the Reporting Person elected to receive stock in lieu of cash payable under the PVP.
 - These shares were withheld in order to pay applicable withholding taxes upon issuance of the shares described in footnote (1).
 - Represents shares issued under the 2012 Long Term Incentive Plan under a restricted stock award agreement. The shares were issued pursuant to the terms of the PVP and the Reporting Person's election to receive stock in lieu of cash thereunder described in footnote (1).

Edgar Filing: Casey Donald J - Form 4

Remarks:

Exhibit 24.1 - Power of Attorney of Donald J. Casey.* *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.

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.