

REALOGY HOLDINGS CORP.

Form 4/A

September 30, 2016

**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  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Hull Anthony E

2. Issuer Name and Ticker or Trading

Symbol

REALOGY HOLDINGS CORP.

[RLGY]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O REALOGY HOLDINGS  
CORP., 175 PARK AVENUE

(Street)

3. Date of Earliest Transaction

(Month/Day/Year)

08/31/2016

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Chief Financial Officer

MADISON, NJ 07940

4. If Amendment, Date Original

Filed(Month/Day/Year)

09/02/2016

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_X\_ Form filed by One Reporting Person

\_\_\_\_ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

**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. 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	08/31/2016		A	137 <sup>(1)</sup> A	\$ 0 121,438	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  
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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
Hull Anthony E C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940	Chief Financial Officer

## Signatures

/s/ Seth I. Truweit, as attorney-in-fact for Anthony E.  
Hull 09/29/2016

\_\_\_\_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).

- Consist of shares underlying dividend equivalent units ("DEUs") on restricted stock units and performance restricted stock units and deferred stock units. The DEUs accrued in connection with a quarterly cash dividend paid on August 31, 2016. The DEUs vest on the same terms as the underlying restricted stock units and performance restricted stock units and, with respect to deferred stock units, are
- (1) settleable on the same terms as the underlying deferred stock units. This amendment is being filed to correct and reduce the number of shares underlying the DEUs previously reported on the Form 4 filed on September 2, 2016 as DEUs issued in respect of performance share units are not reportable until the underlying performance share units are reportable --- following a determination of the level of achievement of the performance goals for the applicable three-year performance period.

### Remarks:

Exhibit 24.1 - Power of Attorney of Anthony E. Hull.\* \*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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