

Simonelli Charlotte C
Form 4
March 27, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Simonelli Charlotte C

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)
03/25/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP & Chief Financial Officer

MADISON, NJ 07940

(City) (State) (Zip)

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

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock, \$0.01 par value	03/25/2019		A		84,817 (1)	A \$ 0 84,817	D
Common Stock, \$0.01 par value	03/25/2019		A		27,989 (1)	A \$ 0 112,806	D

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

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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 Security (Instr. 3 and 4)
Employee Stock Options	\$ 11.79	03/25/2019		A	78,571	03/25/2020 ⁽²⁾ 03/25/2029	Common Stock, \$0.01 par value

Reporting Owners

Reporting Owner Name / Address	Relationships
Simonelli Charlotte C C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940	Director 10% Owner Officer EVP & Chief Financial Officer

Signatures

/s/ Colleen Johnson, as attorney-in-fact for Charlotte C. Simonelli

03/27/2019

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 issuable upon settlement of a restricted stock unit award issued under the 2018 Long Term Incentive Plan.

(2) Options become exercisable in four equal annual installments, commencing on the first anniversary of the grant date.

Remarks:

Exhibit 24.1 - Power of Attorney of Charlotte C. Simonelli.* *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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