### Edgar Filing: REALOGY HOLDINGS CORP. - Form 4

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REALOGY I Form 4	HOLDINGS COF	RP.										
May 09, 2013	3											
									т	OMB APPROVAL		
<b>CUNIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287				
Check thi if no long subject to Section 10 Form 4 or		F CHANGES IN BENEFICIAL OWNERSH SECURITIES						Expires: Estimated burden hou response	urs per			
Form 5 obligations may continue. See Instruction 1(b). 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 R	esponses)											
WILLIAMS MICHAEL J Sym RE				2. Issuer Name <b>and</b> Ticker or Trading Symbol REALOGY HOLDINGS CORP. [RLGY]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) 3			3. Date of Earliest Transaction (Month/Day/Year) 05/07/2013					X_Director10% Owner Officer (give titleOther (specify below) below)				
MADISON,	(Street) NJ 07940	ndment, Date Original tth/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						
(City)	(State) (	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executior any		<ul> <li>3. 4. Securities</li> <li>TransactionAcquired (A) or</li> <li>Code Disposed of (D)</li> <li>(Instr. 8) (Instr. 3, 4 and 5)</li> </ul>		SecuritiesIBeneficially(OwnedI	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
Common Stock, \$0.01 par value	05/07/2013			Code V	Amount 1,973 (1)	or (D) A	Price \$ 0	(Instr. 3 and 4) 1,973	D			

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

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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)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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			
WILLIAMS MICHAEL J C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940	Х						
Signatures							
/s/ Seth I. Truwit, attorney-in-fact for M Williams		05/09/2013					
<u>**</u> Signature of Reporting Person			D	ate			

# **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 2012 Long Term Incentive Plan.

#### **Remarks:**

Exhibit 24.1 - Power of Attorney.\* \*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.