

WYNDHAM WORLDWIDE CORP

Form 4

August 02, 2006

**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 \*  
Falvey Mary R

(Last) (First) (Middle)

C/O WYNDHAM WORLDWIDE  
CORPORATION, SEVEN  
SYLVAN WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

WYNDHAM WORLDWIDE CORP  
[WYN]

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

07/31/2006

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 below) \_\_\_\_ Other (specify below)  
Exec VP & Chief HR Officer

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	07/31/2006		J	(A) or (D) Amount (1) 1,641 A \$ 0	1,641	D	
Common Stock	07/31/2006		J	(2) 6,099 A \$ 0	6,099	D	
Common Stock	08/01/2006		A	(3) 26,687 A \$ 0	26,687	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)

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

**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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options <sup>(4)</sup>	\$ 37.5605	08/01/2006		J		1,250		08/01/2006	04/21/2009	Common Stock	1,250
Employee Stock Options <sup>(4)</sup>	\$ 37.5605	08/01/2006		J		1,876		08/01/2006	04/21/2009	Common Stock	1,876
Employee Stock Options <sup>(4)</sup>	\$ 46.4384	08/01/2006		J		6,254		08/01/2006	01/13/2010	Common Stock	6,254
Employee Stock Options <sup>(4)</sup>	\$ 33.4893	08/01/2006		J		5,560		08/01/2006	04/18/2010	Common Stock	5,560
Employee Stock Options <sup>(4)</sup>	\$ 19.7784	08/01/2006		J		9,382		08/01/2006	01/03/2011	Common Stock	9,382
Employee Stock Options <sup>(4)</sup>	\$ 40.0295	08/01/2006		J		12,009		08/01/2006	01/22/2012	Common Stock	12,009

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Falvey Mary R C/O WYNDHAM WORLDWIDE CORPORATION SEVEN SYLVAN WAY PARSIPPANY, NJ 07054	Exec VP & Chief HR Officer

## Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for Mary R.  
Falvey

08/02/2006

\_\_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) Received shares as part of the pro rata distribution of shares of Wyndham Worldwide Corporation by Cendant Corporation to its stockholders (the "Distribution").

- (2) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with Wyndham Worldwide Corporation's separation from Cendant Corporation on July 31, 2006. All of the restricted stock units vest on August 15, 2006 (assuming the reporting person remains employed by Wyndham Worldwide Corporation through such date), which is the 15th day following the July 31, 2006 simultaneous distribution of Realogy Corporation and Wyndham Worldwide Corporation from Cendant Corporation. The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.

- (3) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.

- (4) All stock options listed in Table II were issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All options listed in Table II are fully exercisable.

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.