

WYNDHAM WORLDWIDE CORP  
 Form 4  
 November 24, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Hanning Franz S

(Last) (First) (Middle)

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)  
 11/21/2008

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Pres. CEO Wyndham Vac. Own.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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	11/21/2008		P		50,000	A	\$ 2.7149 (1)
Common Stock							138,167 (2)

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

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SEC 1474 (9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanning Franz S WYNDHAM WORLDWIDE CORPORATION SEVEN SYLVAN WAY PARSIPPANY, NJ 07054			Pres. CEO Wyndham	Vac. Own.

## Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Franz S. Hanning  
 11/24/2008  
 \*\*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).  
 The average price for the purchase of 50,000 shares in the aggregate was \$2.7149 per share. Actual prices of shares purchased were as follows: 1,000 shares at \$2.7537; 4,000 shares at \$2.7511; 503 shares at \$2.7500; 2,000 shares at \$2.7464; 1,900 shares at \$2.7440; 1,300 shares at \$2.7433; 600 shares at \$2.7400; 1,800 shares at \$2.7396; 1,400 shares at \$2.7387; 2,000 shares at \$2.7374; 4,000 shares at \$2.7373; 900 shares at \$2.7359; 100 shares at \$2.7309; 1,797 shares at \$2.7300; 4,600 shares at \$2.7190; 700 shares at \$2.7100; 1,100 shares at \$2.7078; 1,200 shares at \$2.7053; 1,800 shares at \$2.7052; 1,200 shares at \$2.7023; 900 shares at \$2.7012; 1,900 shares at \$2.7000; 1,200 shares at \$2.6986; 1,200 shares at \$2.6939; 1,900 shares at \$2.6900; 2,500 shares at \$2.6710; 1,200 shares at \$2.6682; 3,700 shares at \$2.6634; 700 shares at \$2.6500 and 900 shares at \$2.6475.
- (2) Includes restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.

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.