REALOGY HOLDINGS CORP.

Form 4

March 11, 2014

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

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

(<i>-</i>					
1. Name and Address of Reporting Person * BENSON DEA			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			3. Date of Earliest Transaction (Month/Day/Year) 03/10/2014	Director 10% Owner _X_ Officer (give title Other (specify below) SVP, CHIEF ACCOUNTING OFFICER		
MADISON, I	(Street)		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		
(City) (State) (Zip)			Table I - Non-Derivative Securities Ac	Person Acquired, Disposed of, or Beneficially Owned		

(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. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or				5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, \$0.01 par value	03/10/2014		Code V M	Amount 400	(D)	Price \$ 21.5	6,927	D		
Common Stock, \$0.01 par value	03/10/2014		S <u>(1)</u>	135	D	\$ 47.445	6,792	D		
Common Stock, \$0.01 par	03/10/2014		S <u>(1)</u>	265	D	\$ 47.4201	6,527	D		

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value

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. Transacti Code (Instr. 8)	onof Derivative		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 Option	\$ 21.5	03/10/2014		M		400	03/03/2012	03/03/2021	Common Stock, \$0.01 par value	400

Reporting Owners

Reporting Owner Name / Address	Relationships							
2	Director	10% Owner	Officer	Other				
BENSON DEA C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940			SVP, CHIEF ACCOUNTING OFFICER					

Signatures

/s/ Seth I. Truwit, as attorney-in-fact for Dea M.
Benson
03/11/2014

**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)

Reporting Owners 2

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A portion of the proceeds from the sale were used to pay the exercise price of stock options, pursuant to a broker-assisted cashless exercise, and applicable withholding taxes. The sale of shares was made pursuant to a pre-established 10b5-1 plan.

Remarks:

Exhibit 24.1 - Power of Attorney of Dea M. Benson.* *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.