

REALOGY CORP
Form 4
April 11, 2007

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 *
PITTMAN ROBERT W

(Last) (First) (Middle)

1 CAMPUS DRIVE

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
REALOGY CORP [H]

3. Date of Earliest Transaction
(Month/Day/Year)
04/10/2007

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)

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 | (D) | Price |
| Common Stock | 04/10/2007 | | D ⁽¹⁾ | | 15,707 | D | \$ 30 0 |
| Common Stock | 04/10/2007 | | D ⁽²⁾ | | 17,290 | D | \$ 30 0 |

Directors NQ
Deferred
Compensation
Plan

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

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(9-02)

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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) | 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 |
| Stock Options (3) | \$ 30.1089 | 04/10/2007 | | D | 2,172 | 08/01/2006 | 01/22/2012 | Common Stock | 2,172 |
| Stock Options (3) | \$ 54.2316 | 04/10/2007 | | D | 2,606 | 08/01/2006 | 01/27/2008 | Common Stock | 2,606 |
| Stock Options (3) | \$ 30.1089 | 04/10/2007 | | D | 4,343 | 08/01/2006 | 01/22/2012 | Common Stock | 4,343 |
| Stock Options (3) | \$ 34.9295 | 04/10/2007 | | D | 9,121 | 08/01/2006 | 01/13/2010 | Common Stock | 9,121 |
| Stock Options (3) | \$ 32.2031 | 04/10/2007 | | D | 13,031 | 08/01/2006 | 12/09/2008 | Common Stock | 13,031 |
| Stock Options (3) | \$ 14.8767 | 04/10/2007 | | D | 13,031 | 08/01/2006 | 01/03/2011 | Common Stock | 13,031 |
| Stock Options (3) | \$ 49.5888 | 04/10/2007 | | D | 31,274 | 08/01/2006 | 12/17/2007 | Common Stock | 31,274 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PITTMAN ROBERT W 1 CAMPUS DRIVE PARSIPPANY, NJ 07054 | X | | | |

Signatures

/s/ Seth Truwit, as attorney-in-fact for Robert W.
Pittman

04/11/2007

__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 Person received the right to receive \$30 per share in cash or equity, as applicable, on the Transaction Date in accordance with the terms of the Agreement and Plan of Merger, dated as of December 15, 2006, among Domus Holdings Corp., Domus Acquisition Corp. and the Issuer (the "Merger Agreement").

(2) Reporting Person's holdings of deferred stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan (the "2006 Equity and Incentive Plan") were converted into the right to receive \$30 per share in cash or equity, as applicable, on the Transaction Date under the terms of the Merger Agreement.

(3) All stock options listed in Table II were issued under the 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the pro rata distribution of shares of Issuer by Cendant Corporation to its stockholders. All options listed in Table II were fully exercisable. Reporting Person's options were cancelled and converted on the Transaction Date, under the terms of the 2006 Equity and Incentive Plan and the Merger Agreement, into the right to receive a cash payment equal to the number of outstanding shares of Issuer common stock underlying the options multiplied by the amount (if any) by which \$30 exceeded the exercise price, without interest and less any applicable withholding taxes. In accordance with the terms of the Merger Agreement, all stock options with an exercise price above the merger consideration of \$30 per share were cancelled on the Transaction Date and no payment will be made thereon.

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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