Casey Donald J Form 4 December 21, 2012

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

SECURITIES

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * Casey Donald J

> (First) (Middle)

C/O REALOGY HOLDINGS CORP., ONE CAMPUS DRIVE

(Street)

(Ctota)

2. Issuer Name and Ticker or Trading Symbol

Realogy Holdings Corp. [RLGY]

3. Date of Earliest Transaction (Month/Day/Year) 12/19/2012

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner _X__ Officer (give title _ _ Other (specify below)

Pres/CEO, Title Resource Group

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

PARSIPPANY, NJ 07054

(City)	(State) (Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acqu	ired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securition(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	of (D)	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, par value \$0.01 per share	12/19/2012		Code V	Amount 11,513 (1)	(D)	Price	32,423	D	
Common Stock, par value \$0.01 per share	12/19/2012		F	4,185 (2)	D	\$ 40.13	28,238 (3)	D	

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						Ì
					4, and 5)						
									Amount		
						Date	Expiration Date	Title	or		
						Exercisable			Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

12/21/2012

Casey Donald J C/O REALOGY HOLDINGS CORP. ONE CAMPUS DRIVE

Pres/CEO, Title Resource Group

PARSIPPANY, NJ 07054

Signatures

/s/ Seth I. Truwit, Attorney-in-Fact for Donald J. Casey

**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).

Represents shares issued under the 2007 Stock Incentive Plan pursuant to the terms of the 2012 Realogy Executive Incentive Plan, as amended ("EIP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (2). Reporting Person received 11/12ths of total payment under the EIP, with the balance payable in cash in March 2013 and subject to adjustment based upon

- (1) full year 2012 audited results. Bonus was above target and Reporting Person elected to receive 70% of December 2012 payment in stock rather than 50% minimum set forth in the EIP. Because performance achieved was above target, the number of shares received (including any additional shares that the Reporting Person elected to receive in shares) was equal to the product of 1.2 multiplied by the quotient equal to dollar amount of the bonus payable in December 2012 divided by the closing sale price of the common stock on December 19, 2012.
- (2) These shares were withheld in order to pay applicable withholding taxes upon issuance of shares described in footnote (1).
- (3) Shares subject to existing lock-up arrangements in connection with the Company's initial public offering.

Reporting Owners 2

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Remarks:

Exhibit 24.1 - Power of Attorney of Donald J. Casey.* *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.