Zipf Bruce Form 4 April 18, 2013

## 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.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Zipf Bruce

(Middle) (First) (Last)

C/O REALOGY HOLDINGS CORP., ONE CAMPUS DRIVE

(Street)

(Ctata)

04/18/2013

3. Date of Earliest Transaction

(Month/Day/Year)

Realogy Holdings Corp. [RLGY]

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

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

(Check all applicable)

Director 10% Owner \_X\_\_ Officer (give title . \_ Other (specify below) Pres/CEO, NRT LLC

**OMB APPROVAL** 

3235-0287

January 31,

2005

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**OMB** 

Number:

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response...

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burden hours per

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)	Table I - No	n-Derivative Secu	rities Acquired, Dis	sposed of, or Be	neficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)			4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock, \$0.01 par value	04/18/2013		A	59,233 (1)	A	\$ 44	101,539	D	
Common Stock, \$0.01 par value	04/18/2013		F	27,637 (2)	D	\$ 44	73,902	D	
Common Stock, \$0.01 par value	04/18/2013		A	8,884 ( <u>3)</u>	A	\$ 0	82,786	D	

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	<ol> <li>Title of</li> </ol>	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	
		Derivative				Securities			(Instr.	3 and 4)		
		Security				Acquired						
		·				(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
							Date	Expiration		or		
						Exercisable	Date		Number			
										of		
					Code V	(A) $(D)$				Shares		

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zipf Bruce C/O REALOGY HOLDINGS CORP. ONE CAMPUS DRIVE PARSIPPANY, NJ 07054

Pres/CEO, NRT LLC

### **Signatures**

/s/ Seth I. Truwit, attorney-in-fact for Bruce Zipf

04/18/2013

\*\*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 fully vested shares issued under the 2007 Stock Incentive Plan pursuant to the Realogy Group LLC Phantom Value Plan (1) ("PVP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (2). Pursuant to the terms of the PVP, the Reporting Person elected to receive stock in lieu of cash payable under the PVP.
- (2) These shares were withheld in order to pay applicable withholding taxes upon issuance of the shares described in footnote (1).
- (3) Represents shares issued under the 2012 Long Term Incentive Plan under a restricted stock award agreement. The shares were issued pursuant to the terms of the PVP and the Reporting Person's election to receive stock in lieu of cash thereunder described in footnote (1).

Reporting Owners 2

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#### **Remarks:**

Exhibit 24.1 - Power of Attorney of Bruce Zipf.\* \* 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.