REALOGY HOLDINGS CORP.

Form 4

October 15, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Perriello III Alexander E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

REALOGY HOLDINGS CORP.

3. Date of Earliest Transaction

(Check all applicable)

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

[RLGY]

(Last) (First) (Middle)

(Street)

(State)

(Zip)

(Month/Day/Year)

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

Pres/CEO, RLGY Franchise Group

10/10/2013

C/O REALOGY HOLDINGS CORP., 175 PARK AVENUE

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

MADISON, NJ 07940

(City)

(,)	(2)	Tabl	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securities		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			
(Instr. 3)	(Monui/Day/Tear)	any	Code	on(A) or Dispo (Instr. 3, 4 a	` ′	Beneficially	(D) or	Beneficial			
		(Month/Day/Year)	(Instr. 8)			Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)			
				(A) or		Reported Transaction(s)					
Common			Code V	Amount (D) Price	(Instr. 3 and 4)					
Common Stock, \$0.01 par value	10/10/2013		F	4,198 D	\$ 43.73	60,423	D				

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

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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 Exerci	isable and	7. Title	e and	8. Price of	9
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	te	Amour	nt of	Derivative	1
	Security	or Exercise		any	Code	of	(Month/Day/Y	(ear)	Underl	lying	Security	5
	(Instr. 3)	Price of		(Month/Day/Year)	h/Day/Year) (Instr. 8) Derivative Securities				Securit	ties	(Instr. 5)]
		Derivative							(Instr.	3 and 4)		(
Security						Acquired						1
						(A) or						1
						Disposed						-
						of (D)						(
						(Instr. 3,						
						4, and 5)						
										A		
										Amount		
						Date	Expiration		or Namel			
							Exercisable	Date		Number		
					C 1 17	V (A) (D)				of		
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Perriello III Alexander E C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940

Pres/CEO, RLGY Franchise Group

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

/s/ Seth I. Truwit, as attorney-in-fact for Alexander E. Perriello, III

10/14/2013

**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).
- (1) Shares forfeited to satisfy tax withholding obligation upon partial vesting of restricted stock award.

Remarks:

Exhibit 24.1 - Power of Attorney of Alexander E. Perriello, III.* *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.

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