### Edgar Filing: WASSER MARILYN J. - Form 4

WASSER MA Form 4	ARILYN J.										
September 01	2017										
								OMB A	OMB APPROVAL		
	<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287		
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	Filed purs S. Filed purs Section 17(a	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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							Estimated burden hou response	Expires:January 31, 2005Estimated average burden hours per response0.5	
(Print or Type R	esponses)										
WASSER MARILYN J. Symbol REALO			Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)(First)(Middle)3. Date of (Month/DaC/O REALOGY HOLDINGS CORP., 175 PARK AVENUE08/30/20				Earliest Transaction ay/Year)				Director       10% Owner         Officer (give title       Other (specify below)         EVP, General Counsel and Sec.			
MADISON,	(Street) 4. If Amer Filed(Mon				-			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State) (	(Zip)	Table	I - Non-De	erivative S	Securi	ties Ac	quired, Disposed o	of. or Beneficia	llv Owned	
1.Title of Security (Instr. 3)	.Title of Security2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if		3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)				5. Amount of	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock, \$0.01 par	08/30/2017			Code V	Amount 67 <u>(1)</u>	or (D) A	Price \$ 0	(Instr. 3 and 4) 97,561	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying rities : 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
	Director	10% Owner	Officer	Other				
WASSER MARILYN J.			EVP,					
C/O REALOGY HOLDINGS CORP.			General					
175 PARK AVENUE			Counsel and					
MADISON, NJ 07940			Sec.					
Signatures								

/s/ Seth I. Truwit, as attorney-in-fact for Marilyn J. Wasser

\*\*Signature of Reporting Person

# **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).

Consist of shares underlying dividend equivalent units ("DEUs") on performance restricted stock units and deferred stock units. The DEUs accrued in connection with a quarterly cash dividend paid on August 30, 2017. The DEUs vest on the same terms as the underlying

(1) DEbs accrued in connection with a quarterly cash dividend paid on August 50, 2017. The DEbs vest on the same terms as the underlying deferred stock units.

#### **Remarks:**

Exhibit 24.1 - Power of Attorney of Marilyn J. Wasser.\* \*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.

09/01/2017

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Date