

REALOGY CORP
Form 4
August 03, 2006

FORM 4

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

OMB APPROVAL

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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 *
EDELMAN MARTIN L

(Last) (First) (Middle)

REALOGY CORPORATION, 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)
07/31/2006

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 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 (A) or Price (D) | | | | | |
| Common Stock | 07/31/2006 | | J | | 750 ⁽¹⁾ | A | \$ 0 | 750 | D | |
| Common Stock | 08/01/2006 | | J | | 7,621 ⁽²⁾ | A | \$ 0 | 7,621 | I | Directors NQ Deferred Compensation Plan |
| Common Stock | 08/01/2006 | | A | | 2,874 ⁽³⁾ | A | \$ 0 | 10,495 | I | 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)

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Options ⁽⁴⁾ | \$ 30.1089 | 08/01/2006 | | J | 2,172 | 08/01/2006 | 01/22/2012 | Common Stock | 2,172 |
| Stock Options | \$ 54.2316 | 08/01/2006 | | J | 2,606 | 08/01/2006 | 01/27/2008 | Common Stock | 2,606 |
| Stock Options | \$ 30.1089 | 08/01/2006 | | J | 4,343 | 08/01/2006 | 01/22/2012 | Common Stock | 4,343 |
| Stock Options | \$ 34.9295 | 08/01/2006 | | J | 9,121 | 08/01/2006 | 01/13/2010 | Common Stock | 9,121 |
| Stock Options | \$ 32.2031 | 08/01/2006 | | J | 13,031 | 08/01/2006 | 12/09/2008 | Common Stock | 13,031 |
| Stock Options | \$ 14.8767 | 08/01/2006 | | J | 13,031 | 08/01/2006 | 01/03/2011 | Common Stock | 13,031 |
| Stock Options | \$ 49.5888 | 08/01/2006 | | J | 31,274 | 08/01/2006 | 12/17/2007 | Common Stock | 31,274 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EDELMAN MARTIN L REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054 | | X | | |

Signatures

/s/ Seth Truwit as attorney-in-fact for Martin L.
Edelman

08/03/2006

__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) Received shares as part of the pro rata distribution of shares of Realogy Corporation by Cendant Corporation to its stockholders (the "Distribution").

Consists of deferred stock units issued under the Realogy Corporation 2006 Equity and Incentive Plan to satisfy obligations under Realogy Corporation's Non-Employee Directors Deferred Compensation Plan with respect to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. Each deferred stock unit will entitle the reporting person to receive one share of common stock following his retirement or termination of service from the Board of Directors for any reason. The reporting person may not sell or receive value from any deferred stock unit prior to such termination of service.

- (2)

Consists of deferred stock units issued under the Realogy Corporation 2006 Equity and Incentive Plan to satisfy obligations under the Realogy Corporation Non-Employee Directors Deferred Compensation Plan with respect to a New Director Equity Grant issued to the reporting person. Each deferred stock unit will entitle the reporting person to receive one share of common stock following his retirement or termination of service from the Board of Directors for any reason. The reporting person may not sell or receive value from any deferred stock unit prior to such termination of service.

- (3)

All stock options listed in Table II were issued under the Realogy Corporation 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All options listed in Table II are fully exercisable.

- (4)

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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