

HOLMES STEPHEN P
Form 4/A
August 09, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HOLMES STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
Wyndham Destinations, Inc.
[WYND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

C/O WYNDHAM DESTINATIONS, INC., 6277 SEA HARBOR DRIVE

4. If Amendment, Date Original Filed(Month/Day/Year)
06/04/2018

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(Street)
ORLANDO, FL 32821

(City) (State) (Zip)

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 Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title Underly
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3)		
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Settled Stock Appreciation Right	\$ 71.65	05/31/2018	D ⁽¹⁾		109,489	<u>(1)</u>	02/25/2022	Comm Stock
Stock Settled Stock Appreciation Right	\$ 31.7	05/31/2018	A ⁽¹⁾	109,489		05/31/2018	05/31/2021 ⁽²⁾	Comm Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P C/O WYNDHAM DESTINATIONS, INC. 6277 SEA HARBOR DRIVE ORLANDO, FL 32821	X			

Signatures

/s/ Carlos C. Clark as Attorney-in-Fact for Stephen P. Holmes 08/09/2018

__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) The two reported transactions involve an adjustment to outstanding Stock Settled Stock Appreciation Rights ("SSARs") previously granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan in connection with the Registrant's spin-off transaction resulting in the deemed cancellation of the existing SSARs and the grant of replacement SSARs. The SSARs were originally granted on February 27, 2016. The SSARs vested on May 31, 2018, and each SSAR confers upon the reporting person the right to receive an amount in common stock equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR

(2) This amendment is being filed solely to correct the expiration date of the SSARs, which was inadvertently reported as February 25, 2022 on the Form 4 filed on June 4, 2018. The correct expiration date is May 31, 2021.

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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