

WYNDHAM WORLDWIDE CORP  
Form 4  
August 02, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
BUCKMAN JAMES E

2. Issuer Name and Ticker or Trading Symbol  
WYNDHAM WORLDWIDE CORP  
[WYN]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/31/2006

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

C/O WYNDHAM WORLDWIDE CORPORATION, SEVEN SYLVAN WAY

(Street)

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

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

PARSIPPANY, NJ 07054

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (1) (2)	(A) or (D)	Price
Common Stock	07/31/2006		J		24,479	A	\$ 0
Common Stock	07/31/2006		J		28,629	A	\$ 0
Common Stock	08/01/2006		A		2,354	A	\$ 0

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

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SEC 1474 (9-02)

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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)	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options <u>(5)</u>	\$ 20.6189	08/01/2006		J		10,297		08/01/2006	04/30/2007	Common Stock	10,297
Stock Options <u>(5)</u>	\$ 42.0257	08/01/2006		J		48,572		08/01/2006	12/17/2007	Common Stock	48,572
Stock Options <u>(5)</u>	\$ 42.0257	08/01/2006		J		64,325		08/01/2006	10/14/2008	Common Stock	64,325
Stock Options <u>(5)</u>	\$ 20.6189	08/01/2006		J		75,483		08/01/2006	12/17/2007	Common Stock	75,483
Stock Options <u>(5)</u>	\$ 37.5605	08/01/2006		J		125,098		08/01/2006	04/21/2009	Common Stock	125,098
Stock Options <u>(5)</u>	\$ 46.4384	08/01/2006		J		105,030		08/01/2006	01/13/2010	Common Stock	105,030
Stock Options <u>(5)</u>	\$ 19.7784	08/01/2006		J		208,498		08/01/2006	01/03/2011	Common Stock	208,498
Stock Options <u>(5)</u>	\$ 40.0295	08/01/2006		J		20,850		08/01/2006	01/22/2012	Common Stock	20,850
Stock Options <u>(5)</u>	\$ 40.0295	08/01/2006		J		41,699		08/01/2006	01/22/2012	Common Stock	41,699

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUCKMAN JAMES E C/O WYNDHAM WORLDWIDE CORPORATION SEVEN SYLVAN WAY PARSIPPANY, NJ 07054	X			

## Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for James E. Buckman	08/02/2006
**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 Wyndham Worldwide Corporation by Cendant Corporation to its stockholders (the "Distribution").
- (2) Includes 3,220 shares held in the reporting person's IRA account and 13,616 shares held in a non-qualified deferred compensation plan.  
Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with Wyndham Worldwide Corporation's separation from Cendant Corporation on July 31, 2006. All of the restricted stock units vest on August 15, 2006 (assuming the reporting person remains employed by Wyndham Worldwide Corporation through such date), which is the 15th day following the July 31, 2006 simultaneous distribution of Realogy Corporation and Wyndham Worldwide Corporation from Cendant Corporation. The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.
- (3) Consists of deferred stock units issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan to satisfy obligations under the Wyndham Worldwide Corporation's Non-Employee Directors Deferred Compensation Plan with respect to a New Director
- (4) 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 termination of service.
- (5) All stock options listed in Table II were issued under the Wyndham Worldwide 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.

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.