

BUCKMAN JAMES E
Form 4
February 11, 2013

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 *
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)
02/07/2013

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

WYNDHAM WORLDWIDE CORPORATION, 22 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 or (D) Price			
Common Stock	02/07/2013		A	748 ⁽¹⁾ <u>(2)</u>	A \$ 0 32,903	D	
Common Stock					1,682 ⁽³⁾	D	
Common Stock					17,680 ⁽⁴⁾	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)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUCKMAN JAMES E
WYNDHAM WORLDWIDE CORPORATION
22 SYLVAN WAY
PARSIPPANY, NJ 07054

X

Signatures

/s/ Scott G. McLester as Attorney-in-Fact for James E. Buckman

02/11/2013

**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).

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 shares issued to the reporting person for quarterly retainer fees for non-employee Directors. Each deferred stock unit entitles the reporting person to receive one share of common stock following the reporting person's 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.

(1) Includes 149 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 for deferred stock units issued to the reporting person respecting regular quarterly cash dividends. The number of deferred stock units is calculated by dividing the cash value of the dividends payable to the reporting person by the closing price of a share of common stock on the dividend payment date.

(3)

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Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.

(4) Includes 3,220 shares held in the reporting person's IRA account.

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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