

WYNDHAM WORLDWIDE CORP

Form 4

March 01, 2016

**FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Hanning Franz S

(Last) (First) (Middle)

WYNDHAM WORLDWIDE  
CORPORATION, 22 SYLVAN  
WAY

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/27/2016

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Pres/CEO Wyndham Vac. Own.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount<br>(A)<br>or<br>(D)                                                                                         | Price                                                                |                                                                   |
| Common<br>Stock                       | 02/27/2016                              |                                                             | A                                       |                                                                     | 41,000<br>(1)                                                                                                      | \$ 0                                                                 | 67,241 D                                                          |
| Common<br>Stock                       | 02/27/2016                              |                                                             | F                                       |                                                                     | 17,202<br>(2)                                                                                                      | \$ 72.84                                                             | 50,039 D                                                          |
| Common<br>Stock                       | 02/28/2016                              |                                                             | A                                       |                                                                     | 20,750<br>(3)                                                                                                      | \$ 0                                                                 | 70,789 D                                                          |
| Common<br>Stock                       | 02/28/2016                              |                                                             | F                                       |                                                                     | 8,705<br>(4)                                                                                                       | \$ 72.84                                                             | 62,084 D                                                          |
|                                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    | 90,010 (5)                                                           | D                                                                 |

# Edgar Filing: WYNDHAM WORLDWIDE CORP - Form 4

Common  
Stock

Common  
Stock

30,000

I

GRAT

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                                                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Hanning Franz S  
WYNDHAM WORLDWIDE CORPORATION  
22 SYLVAN WAY  
PARSIPPANY, NJ 07054

Pres/CEO Wyndham Vac. Own.

## Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Franz S.  
Hanning

03/01/2016

\*\*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) Common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on February 27, 2016.

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- (2) Common stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3.
- (3) Common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of performance vested restricted stock units which vested on February 28, 2016.
- (4) Common stock withheld as payment of tax liability incident to the vesting of performance vested restricted stock units granted in accordance with Rule 16b-3.
- (5) Includes restricted stock units as previously reported.

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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