

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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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 \*  
SMITH RICHARD A

(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)  
Vice Chairman and President

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 Beneficially 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 (D) Price		
Common Stock	07/31/2006		J		18,056 (1) A \$ 0 18,056	D	
Common Stock	08/01/2006		J		55,157 (2) A \$ 0 73,213	D	
Common Stock	08/01/2006		A		76,628 (3) A \$ 0 149,841	D	
Common Stock	08/01/2006		J		26,260 (4) A \$ 0 26,260	I	Officer NQ Deferred Compensation Plan (Deferred LTIP shares)

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Common Stock	08/01/2006	J	129 <sup>(5)</sup>	A	\$ 0	26,389	I	Officer NQ Deferred Compensation Plan
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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 Number Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Options <sup>(6)</sup>	\$ 15.5089	08/01/2006		J	15,556	08/01/2006 12/17/2007	Common Stock	15,556
Employee Stock Options	\$ 30.1089	08/01/2006		J	21,718	08/01/2006 01/22/2012	Common Stock	21,718
Employee Stock Options	\$ 15.5089	08/01/2006		J	31,315	08/01/2006 10/23/2006	Common Stock	31,315
Employee Stock Options	\$ 19.386	08/01/2006		J	36,567	08/01/2006 12/17/2007	Common Stock	36,567
Employee Stock Options	\$ 30.1089	08/01/2006		J	43,436	08/01/2006 01/22/2012	Common Stock	43,436
Employee Stock Options	\$ 15.5089	08/01/2006		J	62,630	08/01/2006 04/30/2007	Common Stock	62,630
Employee Stock Options	\$ 15.5089	08/01/2006		J	65,155	08/01/2006 10/14/2008	Common Stock	65,155
Employee Stock	\$ 34.9295	08/01/2006		J	70,368	08/01/2006 01/13/2010	Common Stock	70,368

Options

Employee  
Stock Options

\$ 19.386 08/01/2006

J

76,085

08/01/2006 01/27/2008

Common  
Stock

76,085

Employee  
Stock Options

\$ 25.2518 08/01/2006

J

156,373

08/01/2006 04/21/2009

Common  
Stock

156,373

Employee  
Stock Options

\$ 14.8767 08/01/2006

J

260,622

08/01/2006 01/03/2011

Common  
Stock

260,622

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH RICHARD A REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054	X		Vice Chairman and President	

## Signatures

/s/ Seth Truwit as attorney-in-fact for Richard A. Smith

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").

(2) Consists of restricted stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All of the restricted stock units vest on August 15, 2006 (assuming the reporting person remains employed by Realogy Corporation through such date). The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.

(3) Consists of restricted stock units granted under the Realogy Corporation's 2006 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.

(4) Consists of deferred stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution.

(5) Consists of deferred stock units granted under the Realogy Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution.

(6) 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.

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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