

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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**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 ROBERT F

(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)  
08/01/2006

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)

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 (D) Price			
Common Stock	08/01/2006		J	8,064 (1) A \$ 0	8,064	I	Directors NQ Deferred Compensation Plan
Common Stock	08/01/2006		A	2,874 (2) A \$ 0	10,938	I	Directors NQ Deferred Compensation Plan

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

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SEC 1474  
(9-02)

displays a currently valid OMB control number.

**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 or Number of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Stock Options (3)	\$ 30.1089	08/01/2006		J	2,172		08/01/2006	01/22/2012	Common Stock	2,172
Stock Options	\$ 54.2316	08/01/2006		J	2,606		08/01/2006	01/27/2008	Common Stock	2,606
Stock Options	\$ 30.1089	08/01/2006		J	4,343		08/01/2006	01/22/2012	Common Stock	4,343
Stock Options	\$ 34.9295	08/01/2006		J	9,121		08/01/2006	01/13/2010	Common Stock	9,121
Stock Options	\$ 32.2031	08/01/2006		J	13,031		08/01/2006	12/09/2008	Common Stock	13,031
Stock Options	\$ 49.5888	08/01/2006		J	31,274		08/01/2006	12/17/2007	Common Stock	31,274

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ROBERT F REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054		X		

## Signatures

/s/ Seth Truwit as attorney-in-fact for Robert F. 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).

Consists of deferred stock units issued under the Realogy Corporation 2006 Equity and Incentive Plan to satisfy obligations under the Realogy Corporation Non-Employee Directors Deferred Compensation Plan with respect to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with Realogy's separation from Cendant Corporation effective July 31, 2006.

- (1) 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 such termination of service.

Consists of deferred stock units issued under the Realogy Corporation 2006 Equity and Incentive Plan to satisfy obligations under the Realogy Corporation Non-Employee Directors Deferred Compensation Plan with respect to a New Director Equity Grant issued to the

- (2) 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 such termination of service.

All stock options listed in Table II were issued under the Realogy Corporation 2006 Equity and Incentive Plan pursuant to the equitable

- (3) adjustment of awards made under Cendant Corporation's equity plans in connection with Realogy's separation from Cendant Corporation effective July 31, 2006. 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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