

MARSHALL KIMBERLY

Form 4

March 11, 2019

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARSHALL KIMBERLY

2. Issuer Name **and** Ticker or Trading
Symbol
Wyndham Destinations, Inc.
[WYND]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O WYNDHAM DESTINATIONS,
INC., 6277 SEA HARBOR DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
03/07/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Chief Human Resources Officer

(Street)
ORLANDO, FL 32821

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

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

(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. 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)
Common Stock	03/07/2019		A	8,449 (1)	\$ 0 21,293 (2)	D	
Common Stock					3,289 (3)	D	

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

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information contained in this form are not
required to respond unless the form
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(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)		8. 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 (right to buy)	\$ 44.38	03/07/2019		A		20,879		<u>(4)</u>	03/07/2029	Common Stock	20,879

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARSHALL KIMBERLY
C/O WYNDHAM DESTINATIONS, INC.
6277 SEA HARBOR DRIVE
ORLANDO, FL 32821

Chief Human Resources Officer

Signatures

/s/ Carlos C. Clark as Attorney-in-Fact for Kimberly
Marshall

03/11/2019

**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).

- Restricted stock units granted on June 1, 2018 under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan (the "Plan").
- (1) The units vest in four equal installments on each of the first four anniversaries of June 1, 2018, subject to the reporting person's continued employment with the Registrant. The reporting person will receive one share of common stock for each vested restricted stock unit.
 - (2) Includes previously reported restricted stock units.
 - (3) Common stock as previously reported.
 - (4) Stock options granted on March 7, 2019 under the Registrant's Equity and Incentive Plan. The options vest in four equal installments on each of the first four anniversaries of March 7, 2019, subject to the reporting person's continued employment with the Registrant.

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.