

REALOGY HOLDINGS CORP.

Form 3

March 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Gustavson Timothy B.

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/23/2015

3. Issuer Name and Ticker or Trading Symbol

REALOGY HOLDINGS CORP. [RLGY]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

SVP, CHIEF ACCOUNTING OFFICER

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting PersonC/O REALOGY HOLDINGS
CORP., 175 PARK AVENUE

(Street)

MADISON, NJ 07940

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities Beneficially Owned
(Instr. 4)3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock, \$0.01 par value

5,916 ⁽¹⁾

D

A

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (right to buy)	03/03/2012 ⁽²⁾	03/03/2021	Common Stock, \$0.01 par value per share	125	\$ 21.5	D Â
Employee Stock Option (right to buy)	04/30/2013 ⁽³⁾	04/30/2022	Common Stock, \$0.01 par value per share	1,200	\$ 17.5	D Â
Employee Stock Option (right to buy)	10/10/2013 ⁽⁴⁾	10/10/2022	Common Stock, \$0.01 par value per share	7,500	\$ 27	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gustavson Timothy B. C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940	Â	Â	Â SVP, CHIEF ACCOUNTING OFFICER	Â

Signatures

/s/ Seth I. Truwit, as attorney-in-fact for Timothy B.
Gustavson

03/25/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Represents shares issuable upon vesting of restricted stock unit awards issued under the Realogy 2012 Long-Term Incentive Plan.
- (2) The option, initially representing a right to purchase a total of 500 shares, became exercisable in four equal annual installments beginning on March 3, 2012, the first anniversary of the date on which the option was granted.
- (3) The option, initially representing a right to purchase a total of 2,400 shares, became exercisable in four equal annual installments beginning on April 30, 2013, the first anniversary of the date on which the option was granted.
- (4) The option, initially representing a right to purchase a total of 15,000 shares, became exercisable in four equal annual installments beginning on October 10, 2013, the first anniversary of the date on which the option was granted.

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Remarks:

ExhibitÂ 24.1Â -Â PowerÂ ofÂ AttorneyÂ ofÂ TimothyÂ BÂ Gustavson.

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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