### Edgar Filing: REALOGY HOLDINGS CORP. - Form 4

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REALOGY H Form 4 March 02, 20	HOLDINGS CORI	Р.									
FORM	4								PPROVAL		
Check this	UNITED S.		SECURITIES AND EXCHANGE COM Washington, D.C. 20549				COMMISSION	OMB Number:	3235-0287		
if no long	or							Expires:	January 31, 2005		
subject to STATEMENT O			F CHANGES IN BENEFICIAL OW SECURITIES				NERSHIP OF	Estimated	average		
Section 16. Form 4 or			SECUN	IIIE5				irs per 0.5			
Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 5 See Instruction 1(b). See Instruction 1(b). Form 5 See Instruction 1(b). Form 5 See Instruction 1(b). Form 5 See Instruction 1(b). See Instruction 1(b). (C).											
(Print or Type R	Responses)										
BENSON DEA Symbolic S			2. Issuer Name <b>and</b> Ticker or Trading Symbol REALOGY HOLDINGS CORP. [RLGY]				5. Relationship of Reporting Person(s) to Issuer				
							(Check all applicable)				
				of Earliest Transaction				Director 10% Owner X_ Officer (give title Other (specify			
C/O REALC CORP., 175	below				below)						
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check				
Filed( MADISON, NJ 07940			iled(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State) (Z	<sup>Zip)</sup> 1	able I - Non-D	Derivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	•		
Security (Instr. 3)			if Transacti Code	TransactionAcquire Code Dispose		))	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				
Common Stock, \$0.01 par value	02/26/2015		А	2,151 (1)	A	\$ 0	8,259	D			
Common Stock, \$0.01 par value	02/27/2015		F	449 <u>(2)</u>	D	\$ 46	7,810	D			

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)	4. Transactic Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	6. Date Exercisable and Expiration Date (Month/Day/Year)		Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V	4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
	Director	10% Owner	Officer	Other			
BENSON DEA C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940			SVP, CHIEF ACCOUNTING OFFICER				
Signatures							
/s/ Seth I. Truwit, as attorney-in-fact for Dea M. Benson		03/02/2015					
<u>**</u> 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).
- Represents shares issuable upon settlement of a restricted stock unit award issued under the 2012 Long Term Incentive Plan. (1)
- (2) Shares forfeited to satisfy tax withholding obligation upon partial vesting of restricted stock unit award.

#### **Remarks:**

Exhibit 24.1 - Power of Attorney of Dea M. Benson.\* \*Previously filed.

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.