RE/MAX Holdings, Inc. Form 4

February 25, 2016 FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Callahan Karri R.			Symbol	Issuer			
			RE/MAX Holdings, Inc. [RMAX]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director	10% Owner		
5075 S. SYRACUSE ST.			02/23/2016	X Officer (give title Other (
5075 S. STIGICOSE ST.			02/23/2010	below)	below)		
				Co-C	hief Financial Officer		

2. Issuer Name and Ticker or Trading

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

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Number:

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Estimated average

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3235-0287

January 31,

2005

0.5

DENVER, CO 80237

(City)	(State) (2	Table	I - Non-De	erivative S	Securit	ties Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code Disposed of (D)		Beneficially	(D) or	Beneficial		
		(Month/Day/Year)		(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership	
				(4)		Following	(Instr. 4)	(Instr. 4)	
							Reported		
					(A)		Transaction(s)		
			C-1- V	A 4	or	D	(Instr. 3 and 4)		
			Code V	Amount	(D)	Price			
Class A									
Common	02/23/2016		A	6,028	A	<u>(1)</u>	$9,360^{(2)}$	D	
Stock									

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Callahan Karri R. 5075 S. SYRACUSE ST.

DENVER, CO 80237

Co-Chief Financial Officer

Signatures

/s/ Mark Rohr, as Attorney-in-Fact 02/25/2016

**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) Pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan, on February 23, 2016, the reporting person was granted restricted stock units which vest in three equal annual installments beginning on March 1, 2017.
- (2) Includes 9,110 unvested restricted stock units granted pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan which are scheduled to vest as follows: (i) 6,028 as indicated in footnote 1 and (ii) 3,082 in equal installments on April 1, 2016, 2017 and 2018.

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.

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