

REALOGY HOLDINGS CORP.
Form 3
March 25, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Gustavson Timothy B. | | (Month/Day/Year) | REALOGY HOLDINGS CORP. [RLGY] | |
| (Last) | (First) | (Middle) | 03/23/2015 | |
| C/O REALOGY HOLDINGS CORP., Â 175 PARK AVENUE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| MADISON, Â NJ Â 07940 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | SVP, CHIEF ACCOUNTING OFFICER | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. 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 | Â |

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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|---|--|
| | Date Exercisable | Title | | | |

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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:

Exhibit 24.1 - Power of Attorney of Timothy B 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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