

HOLMES STEPHEN P

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLMES STEPHEN P

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)

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

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O WYNDHAM DESTINATIONS,
INC., 6277 SEA HARBOR DRIVE

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

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

(Street)

ORLANDO, FL 32821

(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. Transaction 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	2,253 (1)	\$ 0	5,764 (2)	D
Common Stock	03/08/2019		S(3)	25,000	\$ 43.5024 (4)	989,596	D
Common Stock	03/11/2019		S(3)	23,300	\$ 43.5334 (4)	966,296	D
Common Stock	03/11/2019		S(3)	1,700	\$ 44.2972	964,596	D

(4)

Common
Stock

2,300 (5) D

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

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(9-02)

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLMES STEPHEN P
C/O WYNDHAM DESTINATIONS, INC.
6277 SEA HARBOR DRIVE
ORLANDO, FL 32821

X

Signatures

/s/ Carlos C. Clark as Attorney-in-Fact for Stephen P.
Holmes

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 March 7, 2019 under the Registrant's Equity and Incentive Plan. The units vest in four equal installments
(1) on each of the first four anniversaries of March 7, 2019, subject to the reporting person's continuous service as a Director. The reporting person will receive one share of common stock for each vested restricted stock unit.

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- (2) Includes previously reported restricted stock units.
- (3) Sale effectuated pursuant to the previously reported Rule 10b5-1 plan covering 100,000 shares of common stock in the aggregate with such plan to be executed between March 6, 2019 and March 29, 2019 subject to the terms of the plan.

The price reported in Column 4 is a weighted average price. The reporting person undertakes to provide to Wyndham Destinations, Inc.,
(4) any security holder of Wyndham Destinations, Inc. or the staff of the Securities and Exchange Commission, upon request full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (5) Deferred stock units as previously reported.

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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