

REALOGY HOLDINGS CORP.
Form 4
July 24, 2013

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Casey Donald J

2. Issuer Name and Ticker or Trading Symbol
REALOGY HOLDINGS CORP.
[RLGY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/22/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Pres/CEO, Title Resource Group

C/O REALOGY HOLDINGS CORP., 175 PARK AVENUE

(Street)

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

MADISON, NJ 07940

(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)
			Code	V	Amount or (D) Price		
Common Stock, \$0.01 par value	07/22/2013		A		22,317 (1) \$ 47.57	A	72,288 D
Common Stock, \$0.01 par value	07/22/2013		F		11,572 (2) \$ 47.57	D	60,716 D
Common Stock, \$0.01 par	07/22/2013		A		3,347 (3) \$ 0	A	64,063 D

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- Represents fully vested shares issued under the 2012 Long Term Incentive Plan pursuant to the Realogy Group LLC Phantom Value Plan
- (1) ("PVP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (2). Pursuant to the terms of the PVP, the Reporting Person elected to receive stock in lieu of cash payable under the PVP.
 - (2) These shares were withheld in order to pay applicable withholding taxes upon issuance of the shares described in footnote (1).
 - (3) Represents shares issued under the 2012 Long Term Incentive Plan under a restricted stock award agreement. The shares were issued pursuant to the terms of the PVP and the Reporting Person's election to receive stock in lieu of cash thereunder described in footnote (1)

Remarks:

Exhibit 24.1 - Power of Attorney.* *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.

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