

FORM 4

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

OMB APPROVAL
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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 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person Hanning Franz S		2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Pres. CEO Wyndham Vac. Own.	
(Last) (First) (Middle) WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY		3. Date of Earliest Transaction (Month/Day/Year) 02/13/2012			
(Street) PARSIPPANY, NJ 07054		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(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	(A) or (D)				Price
Common Stock	02/13/2012		S(1)		85,218	D	\$ 44.0759	0	D	
Common Stock	02/13/2012		M		71,890	A	\$ 31.85	71,890	D	
Common Stock	02/13/2012		D		51,721	D	\$ 44.27	20,169	D	
Common Stock	02/13/2012		F		7,385 (2)	D	\$ 44.27	12,784	D	
Common Stock	02/14/2012		S(3)		12,784	D	\$ 43.5878	0	D	
Common Stock	02/14/2012		M		62,592	A	\$ 22.17	62,592	D	
Common Stock	02/14/2012		D		31,769	D	\$ 43.68	30,823	D	
Common Stock	02/14/2012		F		9,041 (2)	D	\$ 43.68	21,782	D	
Common Stock	02/15/2012		S(4)		21,782	D	\$ 43.6163	0	D	
Common Stock								239,074 (5)	D	

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)

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(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock-Settled Stock Appreciation Right	\$ 31.85	02/13/2012		M		71,890		(6)	08/01/2016	Common Stock	71,890	\$ 0	0	D	
Stock-Settled Stock Appreciation	\$ 22.17	02/14/2012		M		62,592		(7)	03/01/2014	Common Stock	62,592	\$ 0	20,864	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hanning Franz S WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054			Pres. CEO Wyndham Vac. Own.	

Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Franz S. Hanning		02/15/2012
<small>Signature of Reporting Person</small>		<small>Date</small>

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).
 - Sale effected pursuant to Rule 10b5-1 trading plan. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from (1) \$44.0002 to \$44.1843, inclusive. The reporting person undertakes to provide to Wyndham Worldwide Corporation, any security holder of Wyndham Worldwide Corporation 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 ranges set forth in this report.
 - (2) Consists of shares of Common Stock withheld as payment of tax liability.
 - (3) Sale effected pursuant to Rule 10b5-1 trading plan. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.5003 to \$43.6500, inclusive.
 - (4) Sale effected pursuant to Rule 10b5-1 trading plan. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.0000 to \$43.8000, inclusive.
 - (5) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.
 - (6) Vested ratably over a period of three years on each anniversary of May 2, 2006.
 - (7) Vesting ratably over a period of four years on each anniversary of March 1, 2008.

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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