

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
| Estimated average burden hours per response... | 0.5       |

**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person*<br>Danziger Eric A                 |  | 2. Issuer Name and Ticker or Trading Symbol<br>WYNDHAM WORLDWIDE CORP [WYN] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>Pres./CEO Wyndham Hotel Grp. |  |
| (Last) (First) (Middle)<br>C/O WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>11/06/2013              |  |  |  |
| (Street)<br>PARSIPPANY, NJ 07054  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                        |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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                    | 11/06/2013                           |  | M                              |   | 84,841  | A          | \$ 4.33   | 132,162  | D   |       |
| Common Stock                    | 11/06/2013                           |  | D                              |   | 5,462   | D          | \$ 67.26  | 126,700  | D   |       |
| Common Stock                    | 11/06/2013                           |  | F                              |   | 41,159<br>(1)   | D          | \$ 67.26  | 85,541   | D   |       |
| Common Stock                    | 11/06/2013                           |  | S(2)                           |   | 38,200  | D          | \$ 67.1808  | 47,341   | D   |       |
| Common Stock                    |                                      |  |                                |   |   |            |   | 112,676 (3)  | D   |       |

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

SEC 1474 (9-02)  
**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 |
| Stock-Settled Appreciation Rights          | \$ 4.33  | 11/06/2013                           |  | M                              |   | 84,841  | (4)  | 12/01/2014 | Common Stock  | 84,841                                     | \$ 0   | 0  | D  |                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                              |       |
|---|---------------|-----------|------------------------------|-------|
|   | Director      | 10% Owner | Officer                      | Other |
| Danziger Eric A<br>C/O WYNDHAM WORLDWIDE CORPORATION<br>22 SYLVAN WAY<br>PARSIPPANY, NJ 07054 |               |           | Pres./CEO Wyndham Hotel Grp. |       |

## Signatures

|  |            |
|--|------------|
| /s/ Scott G. McLester as Attorney-in-Fact for Eric A. Danziger | 11/08/2013 |
| 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) Consists of shares of Common Stock withheld as payment of tax liability.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$67.05 to \$67.275, inclusive. The reporting person  
(2) 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 range set forth in this footnote.

(3) Restricted stock units as previously reported.

(4) Vesting ratably over a period of four years on each anniversary of December 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.

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.