

# FORM 5

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

OMB APPROVAL	
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## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>BUCKMAN JAMES E</b>			2. Issuer Name and Ticker or Trading Symbol <b>WYNDHAM WORLDWIDE CORP [WYN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)																																																				
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2013			6. Individual or Joint/Group Reporting (check applicable line)  <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person																																																				
WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY			4. If Amendment, Date Original Filed(Month/Day/Year)																																																							
(Street)  PARSIPPANY, NJ 07054			(City) (State) (Zip)			<table border="1"> <tr> <th align="center" colspan="7">Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</th> </tr> <tr> <th rowspan="2">1. Title of Security (Instr. 3)</th> <th rowspan="2">2. Transaction Date (Month/Day/Year)</th> <th rowspan="2">2A. Deemed Execution Date, if any (Month/Day/Year)</th> <th rowspan="2">3. Transaction Code (Instr. 8)</th> <th colspan="3">4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th> <th rowspan="2">5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)</th> <th rowspan="2">6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th> <th rowspan="2">7. Nature of Indirect Beneficial Ownership (Instr. 4)</th> </tr> <tr> <th>Amount</th> <th>(A) or (D)</th> <th>Price</th> </tr> <tr> <td>Common Stock</td> <td>12/20/2013</td> <td></td> <td>G</td> <td>1,738</td> <td>D</td> <td>\$ 0</td> <td>7,838 <sup>(1)</sup></td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>35,496 <sup>(2)</sup></td> <td>D</td> <td></td> </tr> <tr> <td>Common Stock</td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td>2,507 <sup>(3)</sup></td> <td>D</td> <td></td> </tr> </table>			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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	Amount	(A) or (D)	Price	Common Stock	12/20/2013		G	1,738	D	\$ 0	7,838 <sup>(1)</sup>	D		Common Stock							35,496 <sup>(2)</sup>	D		Common Stock							2,507 <sup>(3)</sup>	D	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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.**

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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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUCKMAN JAMES E WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054	X			

## Signatures

/s/ Scott G. McLester as Attorney-in-Fact for James E. Buckman	02/12/2014
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## 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) Includes 3,220 shares held in the reporting person's IRA.
- (2) Consists of deferred stock units issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.
- (3) Consists of restricted stock units issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan as previously reported.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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