

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 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 HOLMES STEPHEN P		2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President & CEO	
(Last) (First) (Middle) WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY		3. Date of Earliest Transaction (Month/Day/Year) 12/11/2017			
(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	12/11/2017		M		87,807	A	\$ 60.24	1,217,091	D	
Common Stock	12/11/2017		M		66,766	A	\$ 72.97	1,283,857	D	
Common Stock	12/11/2017		M		50,539	A	\$ 91.81	1,334,396	D	
Common Stock	12/11/2017		M		36,496	A	\$ 71.65	1,370,892	D	
Common Stock	12/11/2017		D		154,484	D	\$ 112.74	1,216,408	D	
Common Stock	12/11/2017		F		45,176 (1)	D	\$ 112.74	1,171,232	D	
Common Stock								148,109 (2)	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
Stock-Settled Stock Appreciation	\$ 60.24	12/11/2017		M		87,807 (3)		(4)	02/28/2019	Common Stock	87,807	\$ 0	0	D	
Stock-Settled Stock Appreciation	\$ 72.97	12/11/2017		M		66,766 (3)		(5)	02/27/2020	Common Stock	66,766	\$ 0	22,256 (6)	D	
Stock-Settled Stock Appreciation	\$ 91.81	12/11/2017		M		50,539 (3)		(7)	02/26/2021	Common Stock	50,539	\$ 0	50,539 (6)	D	

Stock-Settled Stock Appreciation	\$ 71.65	12/11/2017		M		36,496 (3)	(8)	02/25/2022	Common Stock	36,496	\$ 0	109,489 (6)	D	
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054	X		Chairman, President & CEO	

Signatures

/s/ Scott G. McLester as Attorney-in-Fact for Stephen P. Holmes		12/13/2017
 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.
- (2) Restricted stock units as previously reported.
- (3) Transaction to exercise previously granted stock-settled stock appreciation rights. All of the net shares received upon the exercise were retained by the reporting person.
- (4) Vested ratably over a period of four years on each anniversary of February 27, 2013.
- (5) Vested ratably over a period of four years on each anniversary of February 27, 2014.
- (6) Stock-settled stock appreciation rights as previously reported.
- (7) Vested ratably over a period of four years on each anniversary of February 27, 2015.
- (8) Vested ratably over a period of four years on each anniversary of February 27, 2016.

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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