## 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

pe Responses ad Address of		erson*	2. Issuer Nar	me an	d Ticker	or Tra	ading Syn	nbol		5. Relation		_		
HOLMES STEPHEN P				WYNDHAM WORLDWIDE CORP [WYN]						(Check all applicable) _X_ Director10% Owner				
(Last) (First) (Middle) WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2015							X Officer (give title below) Other (specify below)  Chairman, Pres. and CEO				
(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				le Line)	
)	(State)	(Zip)		Tab	le I - No	n-Dei	ivative S	ecuritie	s Acqui	ired. Disp	osed of, or I	Beneficially (	Owned	
(Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i		3. Transac Code (Instr. 8)		ction 4. Securities Acqui		quired of (D)	red 5. Amount of Securities (D) Beneficially Owned For Reported Transaction(		es 6. Or (s) Fo	6. Ownership Form:	Beneficial
			(Month/Day/Y	(ear)	Code	V	Amount	(A) or (D)	Price	(Instr. 3 a	nd 4)		or Indirect	Ownership (Instr. 4)
Stock		02/27/2015			A		99,348 (1)	A	\$ 0	914,980	)		D	
Stock		02/27/2015			F		51,515 (2)	D	\$ 91.48	863,465	i		D	
Stock										185,972	(3)		D	
2. Conversion or Exercise Price of Derivative	Date	on 3A. Deemed Execution Da any	te, if Transact	ion So	rants, o	red, D ptions 6. D and (Mo	tained in form dis isposed o , convert late Exerc Expiratio	this for plays a f, or Bendible securisable in Date	neficial urities) 7. To Amo	e not requested ntly valid lly Owned itle and ount of lerlying urities	OMB conf	9. Number of Derivative Securities Beneficially Owned	of 10. Ownersh Form of Derivativ Security:	ip of Indir Benefic Owners (Instr. 4
Security					(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Expiration Exercisable Date		4) Title	Amount or Number of		Reported	or Indire (s) (I)	
	Address of S STEPHE (I AM WOR RATION, 2) (I AM WOR RATION, 2) (I AM WOR RATION) (I A	d Address of Reporting Person STEPHEN P  (First)  IAM WORLDWIDE  RATION, 22 SYLVA (Street)  PANY, NJ 07054 (State)  ecurity  Stock  Stock  Stock  Report on a separate line for Exercise Price of Derivative	d Address of Reporting Person* S STEPHEN P  (First) (Middle) IAM WORLDWIDE RATION, 22 SYLVAN WAY (Street)  PANY, NJ 07054  (State) (Zip)  ecurity 2. Transaction Date (Month/Day/Year)  Stock 02/27/2015  Stock 02/27/2015  Stock 02/27/2015  Table II - 1  Conversion or Exercise Price of Derivative (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	2. Issuer Native Myndham  2. Issuer Native Myndham  3. Date of Ear 02/27/2015  3. Date of Ear 02/27/2015  3. Date of Ear 02/27/2015  4. If Amendman	d Address of Reporting Person* S STEPHEN P  2. Issuer Name an WYNDHAM W WNDHAM W WNDHAM W O2/27/2015  RATION, 22 SYLVAN WAY  (Street)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock  02/27/2015  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest To 02/27/2015  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Date of Earliest To 02/27/2015  2. Transaction Date (Execution Date, if any (Month/Day/Year))  3. Date of Earliest To 02/27/2015  2. Transaction Date (Execution Date, if any (Month/Day/Year))  3. Date of Earliest To 02/27/2015  2. Transaction Date (Execution Date, if any (Month/Day/Year))  3. Date of Earliest To 02/27/2015  2. Transaction Date (Execution Date, if any (Month/Day/Year))  3. Date of Earliest To 02/27/2015  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  5. Stock (Instr. 8)  6. Code of Co	d Address of Reporting Person 2 S STEPHEN P  (Street)  (Aliddle) (	d Address of Reporting Person STEPHEN P  2. Issuer Name and Ticker or Tr. WYNDHAM WORLDWID  (Middle) (AM WORLDWIDE (Street)  2. A. Deemed Execution Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Table II - Non-Der Execution Date, if Gany (Month/Day/Year)  2. Stock  2. Table II - Derivative Securities beneficially owned directly or Personal Conversion or Exercise (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  2. Table II - Derivative Securities Acquired, Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  Number of Derivative Securities Acquired, Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Date of Excisted Transaction (Month/Day/Year)  Personal Code (Instr. 8)  Date of Excisted Transaction (Month/Day/Year)  Date of Execution Date, if Transaction (Month/Day/Year)  Date of Execution Date, if Transaction (Month/Day/Year)  Date of Excisted Transaction (Month/Day/Year)	2. Issuer Name and Ticker or Trading Syn WYNDHAM WORLDWIDE COR 3. Date of Earliest Transaction (Month/Day/ 02/27/2015  3. Date of Earliest Transaction (Month/Day/ 02/27/2015  4. If Amendment, Date Original Filed(Month/ 2ANY, NJ 07054  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/ Code (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Code V Amount  Code V Amount  Code Stock  O2/27/2015  Stock  Persons whe contained in the form dis  Table II - Derivative Securities Acquired, Disposed of (Eag., puts, calls, warrants, options, converting Code (Instr. 8)  Code V Amount  Code V Amount  Code V Amount  Code V Amount  A Stock  O2/27/2015  Table II - Derivative Securities Acquired, Disposed of (Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date OT Date OT Date OT Date OT Disposed of (D) (Instr. 3, 4, and 5)  Date OT Date OT Date OT Date OT Disposed of (D) (Instr. 3, 4, and 5)  Date OT Date OT Date OT Date OT Disposed of (D) (Instr. 3, 4, and 5)  Date OT Date OT Date OT Date OT Date OT Disposed OT Disposed OT (D) (Instr. 3, 4, and 5)	2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYNDHAM WO	2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]  3. Date of Earliest Transaction (Month/Day/Year) 02/27/2015  4. If Amendment, Date Original Filed(Month/Day/Year) PANY, NJ 07054  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Stock  02/27/2015  4. If Amendment, Date Original Filed(Month/Day/Year)  Code (Instr. 8)  (A) or (D) Price (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or (D) Price  Stock  02/27/2015  F 51,515 D \$91.48  2. Stock  1. Transaction Date (A) or Disposed of (D) (Instr. 3)  (A) or (D) Price (A) or Disposed of (D) (Instr. 3)  (B) Stock  1. Table II - Derivative Securities Acquired, Disposed of, Or Beneficial (A) or Disposed of (D) (Instr. 3)  (Code (Instr. 8)  (Code (Instr. 8)  (A) or (D) Price (A) or Disposed of, Or Beneficial (B) (Instr. 8)  (Code (Instr.	Address of Reporting Person.*  S STEPHEN P  O(Middle) (AM WORLDWIDE (Street)  O(2/27/2015  ANY, NJ 07054  O(State)  O(2/27/2015  O(Month/Day/Year)  O(Month/Day/Year)	2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]  3. Date of Earliest Transaction (Month/Day/Year) O2/27/2015  3. Date of Earliest Transaction (Month/Day/Year) O2/27/2015  4. If Amendment, Date Original Filed(Month/Day/Year) O2/27/2015  4. If Amendment, Date Original Filed(Month/Day/Year) O2/27/2015  Table 1 - Non-Derivative Securities Acquired, Oing Disposed of (D) (Instr. 3, 4 and 5)  Stock O2/27/2015  A O2/27/2015  Stock O2/27/2015  A O2/27/2015  A O2/27/2015  A O2/27/2015  B O2/27/2015  A O2/27/2015  B O2/27/2015  A O2/27/2015  B O2/27/2015  B O2/27/2015  A O2/27/2015  B O2/27/2015	2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE (Middle) (Mid	2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]  3. Date of Earliest Transaction (Month/Day/Year)  (Sused) (Suse)  (Suse)  (Zip)  (Suse)  (Zip)  (Zip)

#### **Reporting Owners**

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

#### **Signatures**

/s/ Scott G. McLester as Attorney-in-Fact for Stephen P. Holmes
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03/03/2015

**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) Common stock acquired under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on February 27, 2015.
- (2) Common stock withheld as payment of tax liability incident to the vesting of restricted stock units granted in accordance with Rule 16b-3.
- (3) Restricted stock units as previously reported.

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.