| FORM 4 | ŀ |
|--------|---|
|--------|---|

(Print or Type Pesponses)

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

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

SEC 1474 (9-02)

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 Brady Louise F. | 2. Issuer Name ar WYNDHAM W | | | 0. | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
| (Last) 22 SYLVAN WAY | (First) | | 3. Date of Earliest Transaction (Month/Day/Year) 03/01/2018 | | | | | | Officer (give title below) | Other (specify b | below) |
| PARSIPPANY, NJ (| 4. If Amendment, I | Date Origin | al Fil | led(Month/I | Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | |
| (Instr. 3) | | Date (Month/Day/Year) | • | Code (Instr. 8) | | 1 | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | Ownership Form: of Indirect Beneficia | Beneficial |
| | | | (Month/Day/Year) | Code | V | Amount | (A) or (D) | Price | (Instr. 3 and 4) | Direct (D) or Indirect (I) (Instr. 4) | Ownership (Instr. 4) |
| Common Stock | | 03/01/2018 | | А | | 432 <u>(1)</u> | А | \$0 | 1,333 | D | |
| Common Stock | Common Stock | | | | 4,032 (2) | D | | | | | |

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.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

| | (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|-------------|---|------------------|--------------------|-------------|------|---------|-----|---------------------|-----------------|--------|---------|-------------|----------------|-------------|-------------|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | 5. | | | 6. Date Exer | cisable | 7. Tit | le and | 8. Price of | 9. Number of | 10. | 11. Nature |
| Derivative | Conversion | Date | Execution Date, if | Transaction | n N | umbe | r | and Expirati | on Date | Amo | unt of | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | of | f | | (Month/Day | /Year) | Unde | rlying | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | D | erivat | ive | | | Secur | rities | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | ecuriti | | | | (Instr | . 3 and | | | 2 | (Instr. 4) |
| | Security | | | | A | cquire | ed | | | 4) | | | 0 | Direct (D) | |
| | | | | | · · | A) or | | | | | | | 1 | or Indirect | |
| | | | | | | ispose | ed | | | | | | Transaction(s) | | |
| | | | | | | f (D) | | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | · · | nstr. 3 | · · | | | | | | | | |
| | | | | | 4, | and 5 | 5) | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Data | Emination | | or | | | | |
| | | | | | | | | Date Exercisable | Expiration Date | Title | Number | | | | |
| | | | | | | | | Excicisable | Date | | of | | | | |
| | | | | Code V | / (/ | A) (| D) | | | | Shares | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|--------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| Brady Louise F. 22 SYLVAN WAY PARSIPPANY, NJ 07054 | Х | | | | | | | |

Signatures

| /s/ Scott G. McLester as Attorney-in-Fact for Louise F. Brady | 03/05/2018 |
|---|------------|
| Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

reporting person will receive one share of common stock for each vested restricted stock unit.

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in full on the earlier of the first anniversary of the closing date of the Registrant's proposed spin-off transaction plus thirty days or December 31, 2019 (each, a Vesting Date), subject to the reporting person's continuous
 (1) service with the Corporation or the company to be spun-off from the date of grant through the Vesting Date; provided that if the reporting person retires or the reporting person's service is terminated on a date that is on or after December 31, 2018 and prior to the Vesting Date, such units shall fully vest as of the termination date. The
- (2) Deferred 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.