

**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
**THE SECURITIES ACT OF 1933**

**WYNDHAM WORLDWIDE CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State of Incorporation)

**20-0052541**  
(I.R.S. Employer Identification No.)

Seven Sylvan Way  
Parsippany, New Jersey 07054  
(973) 496-8900  
(Address of Principal Executive Offices) (Zip Code)

WYNDHAM WORLDWIDE CORPORATION 2006 EQUITY AND INCENTIVE PLAN  
WYNDHAM WORLDWIDE CORPORATION SAVINGS RESTORATION PLAN  
WYNDHAM WORLDWIDE CORPORATION OFFICER DEFERRED COMPENSATION PLAN  
WYNDHAM WORLDWIDE CORPORATION NON-EMPLOYEE DIRECTORS DEFERRED COMPENSATION PLAN  
WYNDHAM WORLDWIDE CORPORATION EMPLOYEE SAVINGS PLAN  
(Full Titles of the Plan)

Scott G. McLester  
Executive Vice President and General Counsel  
Wyndham Worldwide Corporation  
Seven Sylvan Way  
Parsippany, New Jersey 07054  
(973) 496-8900  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share (including preferred stock purchase rights)	43,750,000 shares	\$32.47	\$1,420,562,500	\$152,000
Deferred Compensation Obligations (3)	\$15,000,000	100%	\$15,000,000	\$1,605
Deferred Compensation Obligations (4)	\$25,000,000	100%	\$25,000,000	\$2,675
Deferred Compensation Obligations (5)	\$20,000,000	100%	\$20,000,000	\$2,140
<b>Total</b>				<b>\$158,420</b>

- (1) Includes 43,500,000 shares of restricted Common Stock and shares of Common Stock issued in respect of restricted stock units, stock options, stock appreciation rights, deferred stock units and other stock-based awards issuable pursuant to the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan and 250,000 shares and Plan Interests issuable pursuant to the Wyndham Worldwide Corporation Employee Savings Plan, in each case, as amended from time to time. To the extent additional shares of Common Stock may be issued or become issuable as a result of a stock split, stock dividend, or other distribution involving the Common Stock while this registration statement is in effect, this registration statement hereby is deemed to cover all such additional shares of Common Stock in accordance with Rule 416 under the Securities Act of 1933 (the "Securities Act").
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933 with respect to shares of Common Stock issuable pursuant to the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan, the Wyndham Worldwide Corporation Employee Stock Purchase Plan and the Wyndham Worldwide Corporation Employee Savings Plan based upon the average of the high and low prices of a share of Common Stock as reported on the New York Stock Exchange on July 24, 2006.
- (3) The Deferred Compensation Obligations are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Savings Restoration Plan.
- (4) The Deferred Compensation Obligations are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Officer Deferred Compensation Plan.
- (5) The Deferred Compensation Obligations are unsecured obligations of the Registrant to pay deferred compensation in the future in accordance with the terms of the Non-Employee Directors Deferred Compensation Plan.

In addition, pursuant to Rule 416(c) under the Securities Act, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

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**PART I**

The documents containing the information specified in Part I of Form S-8 will be sent or given to participating employees as specified in Rule 428(b)(1) of the Securities Act of 1933.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents By Reference**

Wyndham Worldwide Corporation (“Wyndham”) incorporates by reference the documents or portions of documents listed below which were filed with the Securities and Exchange Commission (the “Commission”) under the Securities Exchange Act of 1934 (the “Exchange Act”):

- the registration statement on Form 10 (File No. 001- 32876), filed by Wyndham with the Commission on May 11, 2006, as amended, including the description of Wyndham’s common stock contained therein, and any amendment or report filed for the purpose of updating such description;
- Item 8.01 of the current report on Form 8-K, filed by Wyndham with the Commission on July 19, 2006, which discloses Wyndham’s accrual for estimated back taxes and interest in its second quarter results; and
- the current report on Form 8-K, filed by Wyndham with the Commission on July 19, 2006, which discloses the entry into a stockholder rights plan, certain employment agreements and benefit plans, the amendments to the amended and restated certificate of incorporation and amended and restated by-laws, and the details of the forthcoming distribution of shares of common stock of Wyndham to Cendant stockholders.

Wyndham also incorporates by reference filings with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, that are filed with the Commission after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold. Any statement contained in the documents incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities**

Not Applicable.

**Item 5. Interests of Named Experts and Counsel**

The validity of the issuance of the shares of common stock and deferred compensation obligations offered hereby has been passed upon by Skadden, Arps, Slate, Meagher & Flom LLP, counsel for the Registrant.

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**Item 6. Indemnification of Directors and Officers**

The following summary is qualified in its entirety by reference to the complete text of the statutes referred to below, Wyndham's amended and restated certificate of incorporation and bylaws and the contracts described below.

Under Section 145 of the Delaware General Corporation Law (the "DGCL"), a corporation may indemnify a director, officer, employee, or agent of the corporation (or other entity if such person is serving in such capacity at the corporation's request) against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. In the case of an action brought by or in the right of a corporation, the corporation may indemnify a director, officer, employee, or agent of the corporation (or other entity if such person is serving in such capacity at the corporation's request) against expenses (including attorneys' fees) actually and reasonably incurred by the person if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation unless a court determines that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses as the court shall deem proper. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation.

Consistent with Section 145 of the DGCL, Wyndham's by-laws provide that it will indemnify its directors and officers or anyone serving at Wyndham's request as a director, officer, agent or trustee of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, against expenses, liabilities and loss (including attorneys' fees, judgments, fines, excise taxes under ERISA or penalties and amounts paid in settlement) actually and reasonably incurred by such indemnitee, to the fullest extent permitted by Delaware law.

In accordance with Section 102(b)(7) of the DGCL, Wyndham's amended and restated certificate of incorporation provides that directors shall not be personally liable to Wyndham or its stockholders for monetary damages for breaches of their fiduciary duty as directors except for (1) breaches of their duty of loyalty to Wyndham or its stockholders, (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violations of law, (3) certain transactions under Section 174 of the DGCL (unlawful payment of dividends), or (4) transactions from which a director derives an improper personal benefit.

Wyndham's by-laws provide that it may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of Wyndham, or who is or was serving at Wyndham's request as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability arising out of the person's status as such, whether or not the corporation would have the power to indemnify such persons against liability. Wyndham is carrying standard directors and officers liability coverage for its directors and officers and the directors and officers of its subsidiaries. Subject to certain limitations and exclusions, the policies will reimburse Wyndham for liabilities indemnified under its by-laws and indemnify the directors and officers against additional liabilities not indemnified under its by-laws.

**Item 7. Exemption From Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
4.1	Wyndham Worldwide Corporation 2006 Equity and Incentive Plan (filed as Exhibit 10.5 on Wyndham Worldwide Corporation's Form 8-K, filed on July 19, 2006, and incorporated herein by reference)
4.2	Wyndham Worldwide Corporation Savings Restoration Plan (filed as Exhibit 10.7 on Wyndham Worldwide Corporation's Form 8-K, filed on July 19, 2006, and incorporated herein by reference)
4.3	Wyndham Worldwide Corporation Officer Deferred Compensation Plan (filed as Exhibit 10.8 on Wyndham Worldwide Corporation's Form 8-K, filed on July 19, 2006, and incorporated herein by reference)
4.4	Wyndham Worldwide Corporation Non-Employee Directors Deferred Compensation Plan (filed as Exhibit 10.6 on Wyndham Worldwide Corporation's Form 8-K, filed on July 19, 2006, and incorporated herein by reference)
4.5	Rights Agreement, dated as of July 13, 2006, by and between Wyndham Worldwide Corporation and Mellon Investor Services, LLC, as Rights Agent, including the form of Rights Certificate as Exhibit B thereto and the form of Summary of Rights as Exhibit C thereto (filed as Exhibit 4.1 on Wyndham Worldwide Corporation's Form 8-K, filed on July 19, 2006, and incorporated herein by reference)
4.6	Certificate of Designations of Series A Junior Participating Preferred Stock (filed as Exhibit 3.3 on Wyndham Worldwide Corporation's Form 8-K, filed on July 19, 2006, and incorporated herein by reference)
4.7	Rights Certificate (attached as an exhibit to the Rights Agreement, filed as Exhibit 4.1 to Wyndham Worldwide Corporation's Form 8-K, filed on July 19, 2006, and incorporated herein by reference)
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP
15.1	Letter from Deloitte & Touche LLP to the Board of Directors of Wyndham Worldwide Corporation re: Unaudited Interim Financial Information
23.1	Consent of Deloitte & Touche LLP with respect to the financial statements of the registrant
23.1	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included with Exhibit 5.1)
24.1	Powers of Attorney (included on the signature page)

**Item 9. Required Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post effective amendment thereto) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Parsippany, State of New Jersey, on July 27, 2006.

WYNDHAM WORLDWIDE CORPORATION

By /s/ Scott G. McLester

Name: Scott G. McLester

Title: Executive Vice President and  
General Counsel

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**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Scott G. McLester and Lynn A. Feldman, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign the registration statement on Form S-8 to be filed in connection with the offerings of ordinary shares of Wyndham Worldwide Corporation and any and all amendments (including post-effective amendments) to this registration statement, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or his substitutes, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name	Title	Date
<hr/> <i>/s/ Stephen P. Holmes</i> Stephen P. Holmes	Chairman and Chief Executive Officer (Principal Executive Officer)	July 27, 2006
<hr/> <i>/s/ Virginia M. Wilson</i> Virginia M. Wilson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 27, 2006
<hr/> <i>/s/ Nicola Rossi</i> Nicola Rossi	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	July 27, 2006
<hr/> <i>/s/ Myra J. Biblowit</i> Myra J. Biblowit	Director	July 27, 2006
<hr/> <i>/s/ James E. Buckman</i> James E. Buckman	Director	July 27, 2006
<hr/> <i>/s/ George Herrera</i> George Herrera	Director	July 27, 2006
<hr/> <i>/s/ Brian Mulroney</i> The Rt. Hon. Brian Mulroney	Director	July 27, 2006
<hr/> <i>/s/ Pauline D.E. Richards</i> Pauline D.E. Richards	Director	July 27, 2006
<hr/> <i>/s/ Michael H. Wargotz</i> Michael H. Wargotz	Director	July 27, 2006

WYNDHAM WORLDWIDE CORPORATION  
Form S-8, Dated July 27, 2006

EXHIBIT INDEX

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24.1	Powers of Attorney (included on the signature page)



Skadden, Arps, Slate, Meagher & Flom LLP  
4 Times Square  
New York, New York 10036  
212-735-3000

July 27, 2006

Wyndham Worldwide Corporation  
Seven Sylvan Way  
Parsippany, New Jersey 07054

Re: Wyndham Worldwide Corporation;  
Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as special counsel to Wyndham Worldwide Corporation, a Delaware corporation (the "Company"), and are delivering this opinion in connection with the Registration Statement on Form S-8 of the Company (together with all exhibits thereto, the "Registration Statement") being filed with the Securities and Exchange Commission (the "Commission") on the date hereof, relating to the registration by the Company of 43,500,000 shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), authorized for issuance pursuant to the Wyndham Worldwide 2006 Equity and Incentive Plan, 250,000 shares of Common Stock, authorized for issuance pursuant to the Wyndham Worldwide Employee Savings Plan, (collectively, the "Plan Shares") and deferred compensation obligations of the Company up to \$20,000,000 which represents unsecured obligations to pay deferred compensation in the future in accordance with the Wyndham Worldwide Corporation Non-Employee Directors Deferred Compensation Plan, deferred compensation obligations of the Company up to \$15,000,000 which represents unsecured obligations to pay deferred compensation in the future in accordance with the Wyndham Worldwide Corporation Savings Restoration Plan and deferred compensation obligations of the Company up to \$25,000,000 which represents unsecured obligations to pay deferred compensation in the future in accordance with the Wyndham Worldwide Corporation Officer Deferred Compensation Plan (collectively, the "Deferred Compensation Obligations"). We refer to the 2006 Equity and Incentive Plan, the Employee Savings Plan, the Non-Employee Directors Deferred Compensation Plan, the Savings Restoration Plan and the Officer Deferred Compensation Plan, collectively as the "Plans."

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This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the General Rules and Regulations under the Securities Act of 1933, as amended (the "Act").

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement, as filed with the Commission under the Act on the date hereof; (ii) the Plans; (iii) the Amended and Restated Certificate of Incorporation of the Company, as certified by the Secretary of State of the State of Delaware; (iv) the By-laws of the Company; (v) resolutions of the Board of Directors of the Company, adopted July 13, 2006, relating to the Plans and filing of the Registration Statement; and (vi) resolutions of the sole stockholder of the Company, adopted July 13, 2006 relating to the Plans. We also have examined originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company and such agreements, certificates and receipts of public officials, certificates of officers or other representatives of the Company and others, and such other documents, certificates and records as we have deemed necessary or appropriate as a basis for the opinions set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such copies. In making our examination of documents executed or to be executed, we have assumed that the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others and of public officials.

The opinions set forth below are subject to the following further qualifications, assumptions and limitations:

- (a) the opinion in paragraph 1 below assumes: (i) that the Plan Shares will be issued in accordance with the terms of the Plans and (ii) the consideration received by the Company for each Plan Share delivered pursuant to a Plan shall not be less than the par value of the Common Stock.

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- (b) the opinion in paragraph 2 below assumes that the creation of the Deferred Compensation Obligations and the performance by the Company of its obligations thereunder, do not and will not violate, conflict with or constitute a default under (i) any agreement or instrument to which the Company or any of its properties is subject (other than with respect to the Plans), (ii) any law, rule, or regulation to which the company or any of its properties is subject, (iii) any judicial or regulatory order or decree of any governmental authority or (iv) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority.

Members of our firm are admitted to the bar in the State of New York and we do not express any opinion as to the laws of any jurisdiction other than the corporate laws of the State of Delaware, and we do not express any opinion as to the effect of any other laws on the opinion stated herein.

Based upon the foregoing and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that:

- 1) The Plan Shares have been duly authorized for issuance and when delivered and paid for in accordance with the terms of the respective Plans, the Plan Shares will be validly issued, fully paid and nonassessable.
- 2) When issued in accordance with the provisions of the respective Plans, the Deferred Compensation Obligations are valid and binding obligations of the Company, enforceable in accordance with their terms, except as enforcement thereof may be limited by bankruptcy, insolvency or other laws of general applicability relating to or affecting enforcement of creditors' rights or by general equity principles.

We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the caption "Item 5. Interests of Named Experts and Counsel" in the Registration Statement. In giving this consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,  
/s/ Skadden, Arps, Slate, Meager & Flom LLP

July 27, 2006

Wyndham Worldwide Corporation  
7 Sylvan Way  
Parsippany, New Jersey 07054

We have made a review, in accordance with the standards of the Public Company Accounting Oversight Board (United States), of the unaudited interim combined condensed financial information of the Wyndham Worldwide Businesses of Cendant Corporation (the "Company") as of March 31, 2006 and for the three-month periods ended March 31, 2006 and 2005, and have issued our review report dated June 15, 2006 (July 12, 2006 as to the subsequent events disclosed in Note 12) (which report included an explanatory paragraph related to the fact that the Company is comprised of the assets and liabilities used in managing and operating the lodging, vacation exchange and rental and vacation ownership businesses of Cendant Corporation and also that the Company adopted the provision for accounting for real estate time-sharing transactions). As indicated in such report, because we did not perform an audit, we expressed no opinion on that information.

We are aware that our report referred to above, which is included in the registration statement on Form 10 of Wyndham Worldwide Corporation, as amended, dated July 12, 2006, is incorporated by reference in this Registration Statement.

We also are aware that the aforementioned report, pursuant to Rule 436(c) under the Securities Act of 1933, is not considered a part of the Registration Statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of Sections 7 and 11 of that Act.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 10, 2006 (June 15, 2006 as to the effects of the restatement discussed in Note 22) (which report expresses an unqualified opinion and includes an explanatory paragraph related to the fact that the Wyndham Worldwide Businesses of Cendant Corporation (the "Company") is comprised of the assets and liabilities used in managing and operating the lodging, vacation exchange and rental and vacation ownership businesses of Cendant Corporation and an explanatory paragraph related to the restatement of the combined financial statements), relating to the combined financial statements of the Company appearing in the registration statement on Form 10 of Wyndham Worldwide Corporation, as amended, dated July 12, 2006.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey  
July 27, 2006