

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

---

FORM 8-K

---

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **August 3, 2006 (July 31, 2006)**

---

**Wyndham Worldwide Corporation**

(Exact Name of Registrant as Specified in its Charter)

---

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-32876**  
(Commission File  
Number)

**20-0052541**  
(IRS Employer  
Identification No.)

**Seven Sylvan Way**  
**Parsippany, NJ**  
(Address of Principal Executive Offices)

**07054**  
(Zip Code)

**(973) 496-8900**  
(Registrant's telephone number, including area code)

**None**  
(Former name or former address if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

---

**Item 1.01 Entry into a Material Definitive Agreement.**

In connection with the distributions of all of the shares of common stock of Wyndham Worldwide Corporation (Wyndham) and Realogy Corporation to Cendant Corporation (Cendant) stockholders, on July 31, 2006, the Compensation Committee of Cendant's Board of Directors approved a change to the date on which all Cendant equity awards (including Wyndham awards granted as an adjustment to such Cendant equity awards) will become fully vested. Such equity awards will now vest on August 15, 2006 rather than August 30, 2006 (which was the previous date upon which such equity awards were to vest). The foregoing will apply to current employees as of the date of the proposed vesting, as well as employees whose employment terminated in connection with Cendant's plan of separation.

**Item 8.01 Other Events.**

As of the close of business on July 31, 2006, Cendant completed the distribution to its stockholders of all of its shares of common stock of Wyndham, then a wholly owned subsidiary of Cendant that holds directly or indirectly the assets and liabilities associated with Cendant's Hospitality Services (including Timeshare Resorts) businesses. Cendant distributed one share of Wyndham common stock for every five shares of Cendant common stock outstanding as of the close of business on July 21, 2006. Further details regarding the distribution may be found in Wyndham's information statement dated July 13, 2006, which was attached as Exhibit 99.2 to Wyndham's Current Report on Form 8-K filed July 19, 2006 and was mailed to Cendant stockholders.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WYNDHAM WORLDWIDE CORPORATION

By: /s/ Scott G. McLester  
Scott G. McLester  
Executive Vice President and General Counsel

Date: August 3, 2006