

# 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

(Print or Type Responses)

1. Name and Address of Reporting Person HOLMES STEPHEN P <small>(Last) (First) (Middle)</small>			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) <b>Chairman, Pres, and CEO</b>		
C/O WYNDHAM WORLDWIDE CORPORATION, SEVEN SYLVAN WAY <small>(Street)</small>			3. Date of Earliest Transaction (Month/Day/Year) 07/31/2006			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		
PARSIPPANY, NJ 07054 <small>(City) (State) (Zip)</small>			4. If Amendment, Date Original Filed (Month/Day/Year)					

**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	07/31/2006		J		59,383 <a href="#">(1)</a> <a href="#">(2)</a>	A	\$ 0	59,383	D	
Common Stock	07/31/2006		J		3,394	A	\$ 0	3,394	I	by children
Common Stock	07/31/2006		J		22,000	A	\$ 0	22,000	I	by charitable trust
Common Stock	07/31/2006		J		43,357 <a href="#">(3)</a>	A	\$ 0	43,357	D	
Common Stock	08/01/2006		A		78,493 <a href="#">(4)</a>	A	\$ 0	78,493	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	Amount or Number of Shares				
Stock Settled Stock Appreciation Right	\$ 31.85	08/01/2006		A		179,726 <a href="#">(5)</a>		05/02/2007	05/02/2016	Common Stock	179,726	\$ 0	179,726	D	
Employee Stock Options <a href="#">(6)</a>	\$ 20.6189	08/01/2006		J		18,829		08/01/2006	04/30/2007	Common Stock	18,829	\$ 0	18,829	D	
Employee Stock Options <a href="#">(6)</a>	\$ 42.0257	08/01/2006		J		43,360		08/01/2006	12/17/2007	Common Stock	43,360	\$ 0	43,360	D	
Employee Stock Options <a href="#">(6)</a>	\$ 42.0257	08/01/2006		J		66,931		08/01/2006	10/14/2008	Common Stock	66,931	\$ 0	66,931	D	
Employee Stock Options <a href="#">(6)</a>	\$ 20.6189	08/01/2006		J		70,271		08/01/2006	12/17/2007	Common Stock	70,271	\$ 0	70,271	D	

Employee Stock Options (6)	\$ 37,5605	08/01/2006		J	125,098	08/01/2006	04/21/2009	Common Stock	125,098	\$ 0	125,098	D	
Employee Stock Options (6)	\$ 46,4384	08/01/2006		J	105,030	08/01/2006	01/13/2010	Common Stock	105,030	\$ 0	105,030	D	
Employee Stock Options (6)	\$ 19,7784	08/01/2006		J	208,498	08/01/2006	01/03/2011	Common Stock	208,498	\$ 0	208,498	D	
Employee Stock Options (6)	\$ 40,0295	08/01/2006		J	12,162	08/01/2006	01/22/2012	Common Stock	12,162	\$ 0	12,162	D	
Employee Stock Options (6)	\$ 40,0295	08/01/2006		J	24,324	08/01/2006	01/22/2012	Common Stock	24,324	\$ 0	24,324	D	

## Reporting Owners

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

## Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for Stephen P. Holmes	08/02/2006
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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) Received shares as part of the pro rata distribution of shares of Wyndham Worldwide Corporation by Cendant Corporation to its stockholders (the "Distribution").
- (2) Includes 18,125 shares held in a non-qualified deferred compensation plan.

- (3) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan based upon the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with Wyndham Worldwide Corporation's separation from Cendant Corporation on July 31, 2006. All of the restricted stock units vest on August 15, 2006 (assuming the reporting person remains employed by Wyndham Worldwide Corporation through such date), which is the 15th day following the July 31, 2006 simultaneous distribution of Realogy Corporation and Wyndham Worldwide Corporation from Cendant Corporation. The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.
- (4) Consists of restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The units vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.
- (5) Consists of SSARS granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan. The SSARs vest in four equal installments on each of the first four anniversaries of May 2, 2006, subject to the reporting person's continued employment, and confer upon the reporting person the right to receive an amount, in common stock, equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.
- (6) All stock options listed in Table II were issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan pursuant to the equitable adjustment of awards made under Cendant Corporation's equity plans in connection with the Distribution. All options listed in Table II are fully exercisable.

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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