

# 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 WILSON VIRGINIA M <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 type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Exec. VP and CFO</b>	
WYNDHAM WORLDWIDE CORPORATION, SEVEN SYLVAN WAY <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 05/02/2007		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	05/02/2007		F		4,280 <a href="#">(1)</a>	D	\$ 36.7	16,456	D	
Common Stock	05/02/2007		A		25,545 <a href="#">(2)</a>	A	\$ 0	60,867 <a href="#">(3)</a>	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					
Stock Settled Stock Appreciation Right	\$ 36.7	05/02/2007		A		31,693 <a href="#">(4)</a>		05/02/2008 <a href="#">(4)</a>	05/02/2013	Common Stock 31,693	\$ 0	31,693	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON VIRGINIA M WYNDHAM WORLDWIDE CORPORATION SEVEN SYLVAN WAY PARSIPPANY, NJ 07054			Exec. VP and CFO	

## Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for Virginia M. Wilson <small>**Signature of Reporting Person</small>	05/04/2007 <small>Date</small>
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## 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) Consists of shares of Common Stock withheld as payment of tax liability incident to the vesting of restricted stock units issued in accordance with Rule 16b-3. Such vesting of restricted stock units occurred on May 2, 2007.
- (2) 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, 2007, subject to the reporting person's continued employment. The reporting person will receive one share of common stock for each vested restricted stock unit.  
Includes 35,322 restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan on May 2, 2006. These restricted stock units will become exercisable in accordance to the following vesting schedule: 11,774 shares on May 2, 2008; 11,774 shares on May 2, 2009; and 11,774 shares on May 2, 2010, subject to the reporting person's continued employment. The reporting person will be entitled to receive one share of common stock for each vested restricted stock unit.
- (3) Consists of SSARs 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, 2007, 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.
- (4)

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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