# FORM 4

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

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

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

Reporting Per A M (First) LDWIDE 22 SYLVAN (Street) 07054 (State)	(Middle)	3. D 03/0 4. If 2A. I Exec any	Issuer Name a YNDHAM V Pate of Earliest 01/2009  FAmendment,  Ta Deemed cution Date, if nth/Day/Year)	WORL! Transact  Date Ori  ble I - N  3. Transact	OWI ion (Maginal) on-Desaction	DE COI Month/Day Filed(Mont erivative) n 4. Secu	RP [WY //Year) //Day/Year	N] os Acqui	6. Individu _X_Form file Form file	(Che or r (give title bele Ex  tal or Joint/C dd by One Repo d by More than  osed of, or E	ec. VP and C  Group Filing( rting Person One Reporting I  Geneficially (	able) 0% Owner 0ther (specify b	elow)
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	03/01/2009	(Moi	nth/Day/Year)		(Instr. 8)		on 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Reported Transaction(s)			7. Nature of Indirect Beneficial
	03/01/2009		(Month/Day/Year)	Code	V	7 Amour	(A) or t (D)	Price	(Instr. 3 at	nd 4)			Ownership (Instr. 4)
				F	Ť	4,205 (1)	D	\$ 3.058	34,380	30		D	
									282,756	<u>(2)</u>		D	
eparate line fo	r each class of sec		•		Per cor the	rsons wh ntained i form di	no respo n this fo splays a	orm are	not requ ntly valid		ormation pond unles rol number	ss	1474 (9-02)
		(e.g., ]	puts, calls, wa	rrants,	ption	ıs, conver	tible secu	urities)					
Date	Execution Da (Year) any	Date, if	Transaction Code (Instr. 8)	Number of		and Expiration Date (Month/Day/Year)  S (		Amo Undo Secu	ount of erlying irities r. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct (I or Indirects)	Beneficia Ownershi (Instr. 4)
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	Date	3. Transaction Date (Month/Day/Year)  3A. Deeme. Execution I	3. Transaction Date (Month/Day/Year) 3A. Deemed Execution Date, if any	(e.g., puts, calls, wa 3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (E.g., puts, calls, wa 4. Transaction Code (Instr. 8)	3A. Deemed Execution Date, if any (Month/Day/Year)  (Instr. 8)  (A) or Disposed of (D) (Instr. 3, 4, and 5)	(e.g., puts, calls, warrants, option 3. Transaction Date (Month/Day/Year)  (Month/Da	(e.g., puts, calls, warrants, options, converse and Execution Date (Month/Day/Year)  3. Transaction Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Month/Day/Year)  (Instr. 8)  (Month/Day/Year)  (Instr. 3, 4, and 5)  (Date Exercisable Exercisable	(e.g., puts, calls, warrants, options, convertible sections)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3, 4, and 5)  (Date Exercisable and Expiration Date (Month/Day/Year)  (Instr. 3, 4, and 5)	(e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  (Month/Day/Year)  (Instr. 3, 4, and 5)  (Date Exercisable and Expiration Date (Month/Day/Year)  (Instr. 3, 4, and 5)  (Month/Day/Year)  (Instr. 3, 4, and 5)  (Month/Day/Year)  (Instr. 3, 4, and 5)	3. Transaction Date (Month/Day/Year)  3. Topemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Deemed Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Date Expiration Title Amount or Number Or Number Or Number Of Number Or Number Of Number Or Number Or Number Of Number Or Number Of Number Or Number Of Number Or Number Of Number	3A. Deemed Execution Date, if any (Month/Day/Year) (Month	3. Transaction Date (Month/Day/Year)  (Instr. 3)  (A) or Disposed of (D) (Instr. 3, 4, and 5)  (Instr. 3)  (Instr. 4)  (Instr. 4)  (Instr. 4)	3. Transaction Date (Month/Day/Year) (Mo

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
WILSON VIRGINIA M WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054			Exec. VP and CFO			

## **Signatures**

/s/ Scott G. McLester as Attorney-in-Fact for Virginia M. Wilson	03/04/2009
**Signature of Reporting Person	Date

### **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 granted in accordance with Rule 16b-3. Such vesting of restricted stock units occurred on March 1, 2009.
- (2) Includes restricted stock units granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan 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.