# FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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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

pe Response	s)															
1. Name and Address of Reporting Person* Hanning Franz S				2. Issuer Name <b>and</b> Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) (First) (Middle) WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY			3. Date of Earliest Transaction (Month/Day/Year) 02/28/2011							//Year)	X Officer (give title below) Other (specify below) Pres. CEO Wyndham Vac. Own.					
			4. If Amendment, Date Original Filed(Month/Day/Year)							n/Day/Year	6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person					
	(State)	(Zip)	Table I - Nor					n-Derivative Securities Acqu				ired, Disposed of, or Beneficially Owned				
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		if Code (Instr. 8)				of (D)	Beneficia Reported	ally Owned Following Transaction(s)		Ownership of Form:	Beneficial		
			(Month/Day/Year		ear)	Со	de	V	Amoun	(A) or (D)	Price		Instr. 3 and 4)			Ownership (Instr. 4)
Stock		02/28/2011				F	7		37,758 (1)	B D	\$ 31.28	66,633			D	
Stock		03/01/2011				F	3		6,937 (2)	D	\$ 30.73	78,725			D	
Stock												249,29	2 (3)		D	
Report on a s	separate line fo	Table II - l	Derivati	ve Seci	uritie	es Ac	quire	Pers cont the f	ons whained in	o resp n this fo splays	orm ai a curre eneficia	e not required the second seco	uired to res I OMB con	spond unle	SS	1474 (9-02)
Derivative Conversion D		Execution Da (Year) any	Code (Instr. 8)		ion N	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)		An Un Sec	nount of derlying curities		Derivative Securities Beneficially Owned Following Reported	Ownersl Form of Derivati Security Direct (I or Indirect)	Beneficia Ownersh (Instr. 4)	
			(	Code	V	(A)	(D)				ion Tit	or				
	PANY, NJ  Security  2. Conversion or Exercise Price of Derivative	Franz S  (First)  (First)  HAM WORLDWIDE  RATION, 22 SYLVA  (Street)  PANY, NJ 07054  (State)  Security  1 Stock  1 Stock  1 Stock  2.  Conversion or Exercise Price of Derivative  Report on a separate line for the stock of the	Franz S  () (First) (Middle) HAM WORLDWIDE RATION, 22 SYLVAN WAY (Street)  PANY, NJ 07054 () (State) (Zip)  Security 2. Transaction Date (Month/Day/Year)  1 Stock 02/28/2011  1 Stock 03/01/2011  1 Stock 1 Table II - I Conversion or Exercise Price of Derivative 1 Conversion or Exercise Price of Derivative 1 Conversion of Exercise Price of Derivative 1 Conversion of Exercise Price of Derivative 1 Conversion of Exercise Price of Derivative 1 Conversion or Exercise Price of Derivative 1 Conversion of Exercise Price	and Address of Reporting Person 2. Iss Franz S  WYN  (Street)  PANY, NJ 07054  (State)  2. Transaction Date (Month/Day/Year)  Path Stock  1. Stock  2. Transaction Date (Month/Day/Year)  2. Trable II - Derivative (e.g., purifice of Derivative Security  2. Conversion or Exercise Price of Derivative Security  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. A. Deemed Execution Date, if Transaction Date, if Transaction Conversion or Exercise (Month/Day/Year)  2. (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (I. Stock)  2. (Street)  4. If And MyNN  2. (Zip)  2. (Zip)  3. Deemed Execution Date, if Transaction Date, if Transaction Conversion or Exercise (Month/Day/Year)  2. (Month/Day/Year)  3. Deemed Execution Date, if Transaction Conversion or Exercise (Month/Day/Year)  2. (Month/Day/Year)	Table II - Derivative Securities beneficially and Address of Reporting Person*  2. Issuer Nat WYNDHA  3. Date of Ear 02/28/2011  3. Date of Ear 02/28/2011  4. If Amendm  2. Transaction Date (Month/Day/Year)  A Stock  02/28/2011  2. Transaction Date (Month/Day/Year)  A Stock  03/01/2011  Table II - Derivative Sec (e.g., puts, calls of Exercise Price of Derivative Price of Derivative  Price of Derivative  1. Transaction Date (Month/Day/Year)  3. Date of Ear 02/28/2011  4. If Amendm  2. Transaction Date (Execution Date (e.g., puts, calls of Execution Date (e.g., puts, calls of Execution Date (Month/Day/Year) (Month/Day/Year)  3. Transaction Date (Month/Day/Year) (Month/Day/Year)  4. If Amendm  2. Transaction Date (e.g., puts, calls of Execution Date, if Transact Code (Instr. 8)	And Address of Reporting Person*  Franz S  O  O  O  O  O  O  O  O  O  O  O  O  O	And Address of Reporting Person - 2. Issuer Name and Tic WYNDHAM WORLOWIDE RATION, 22 SYLVAN WAY  (Street) 4. If Amendment, Date of Execution Date, if (Month/Day/Year)  (Strock) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Deemed Execution Date, if any (Month/Day/Year)  (Instock) 1. Stock 1. St	And Address of Reporting Person * Franz S  (Middle) HAM WORLDWIDE RATION, 22 SYLVAN WAY  (Street)  PANY, NJ 07054  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  A Stock  1. Stock  1. Stock  1. Stock  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Deemed Execution Date, if any (Instr. 8)  Code (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  5. Transaction Code of Derivative Securities Acquire (e.g., puts, calls, warrants, op (Instr. 8)  5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	And Address of Reporting Person* Franz S  O (First) O (First) O (First) O (Middle) O (2/28/2011  A. If Amendment, Date Original File Pany, NJ 07054  O (State)  O (State)  O (State)  O (State)  O (State)  O (Zip)  Table I - Non-Der Execution Date (Month/Day/Year)  O (Month/Day/Year)	And Address of Reporting Person* Franz S  O	Address of Reporting Person* Franz S  2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [W] AM WORLDWIDE RATION, 22 SYLVAN WAY  (Street)  PANY, NJ 07054  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Instr. 8)  (Month/Day/Year)  1. Stock  2. A Deemed (Instr. 8)  2. Acquired (A) or indirectly.  2. Persons who respontained in this fithe form displays in the form displays.  2. Stock  3. Transaction (Month/Day/Year)  3. Stock  3. Transaction (Month/Day/Year)  2. Stock  3. Stock  4. Stock  4. Stock  3. Stock  4. Stock  4	Address of Reporting Person Franz S  2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]  3. Date of Earliest Transaction (Month/Day/Year)  (Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  PANY, NJ 07054  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction or Stock  2. Table II - Derivative Securities Acquired (A) or Disposed of, Or Beneficial (e.g., puts, calls, warrants, options, convertible securities and the form displays a curred (Instr. 8)  2. Table II - Derivative Securities Acquired (Month/Day/Year)  2. Table II - Derivative Securities Acquired (Month/Day/Year)  2. Table II - Derivative Securities Acquired (Month/Day/Year)  2. Table II - Non-Derivative Securities Acquired (A) or Beneficial (e.g., puts, calls, warrants, options, convertible securities and (Instr. 8)  2. 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If Amendment, Date Original Filed(Month/Day/Year) 02/28/2011  5. Relation Date (State)  2. Transaction Date (Execution Date, if (Month/Day/Year) 02/28/2011  2. Transaction Date (Month/Day/Year) 02/28/2011  2. Transaction Date (Month/Day/Year) 02/28/2011  2. Transaction Date (Month/Day/Year) 02/28/2011  3. Transaction Date (Month/Day/Year) 02/28/2011  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 03/01/2011  5. Relation Direct (A) Ordinal Filed(Month/Day/Year) 02/28/2011  4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 03/01/2011  5. Relation Direct (A) Ordinal Filed(Month/Day/Year) 02/28/2011  5. Relation Direct (A) Ordinal Filed(Month/Day/Year) 03/28/2011  5. Relation Date (A) Ordinal Filed(Month/Day/Year) 04. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 04. Securities (A) Ordinal Filed(Month/Day/Year) 05. Amount (Instr. 3) 05. Amount (Instr. 3) 06. Individed (Instr. 3) 06. Amount (Instr. 3) 07. Transaction 08. Amount of Underlying 07. Transaction 08. Amount of Underlying 07. Transaction 07. Transaction 07. Transaction 07. Transaction 07. Transaction 08. Amount of Underlying 07. Transaction 08. Amount of Underlying 07. Transaction 07. T	Address of Reporting Person **  Franz S	Address of Reporting Person Pranz S    Content   Content	Address of Reporting Person.**  2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]  (Final) (Middle) (Orbital Person) (Orbital Person) (Month/Day/Year) (Month/D

### **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		10% Owner	Officer	Other				
Hanning Franz S WYNDHAM WORLDWIDE CORPORATION 22 SYLVAN WAY PARSIPPANY, NJ 07054			Pres. CEO Wyndham Vac. Own.					

# **Signatures**

/s/ Scott G. McLester as Attorney-in-Fact for Franz S. Hanning

03/02/2011

**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).
- 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 (1) of restricted stock units occurred on February 27, 2011. The calculation of the number of shares withheld used the NYSE closing price of the Common Stock on February 28, 2011.
- (2) 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, 2011.
- (3) 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.