# 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

| Responses  | 5)   |  |   |  |   |   |  |  |  |   |  |   |  |  |   |
|--|--|--|---|--|---|---|--|--|--|---|--|---|--|--|---|
| 1. Name and Address of Reporting Person* Conforti Thomas G.          |  |  |   | 2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]   |   |   |  |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner   |  |   |  |  |   |
| (Last) (First) (Middle) WYNDHAM WORLDWIDE CORPORATION, 22 SYLVAN WAY |  |  |   | 3. Date of Earliest Transaction (Month/Day/Year) 09/08/2012  |   |   |  |  |  | X Officer (give title below) Other (specify below)  Exec. VP and CFO  |  |   |  |  |   |
| (Street)   |  |  |   | 4. If Amendment, Date Original Filed(Month/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   |  |   |  |  |   |
| 1111,113   | (State)  | (Zip)  |   | Ta   | able I  | - Non   | ı-Der  | ivative S  | Securitie  | s Acqu  | ired, Disp   | osed of, or I   | Beneficially (   | Owned  |   |
| (Instr. 3) Da  |  | 2. Transaction<br>Date<br>(Month/Day/Year  | Exect<br>any  | any  |   | Code<br>(Instr. 8)  |  |  |  |   | 5. Amount of Securities<br>Beneficially Owned Following<br>Reported Transaction(s)   |   |  | Ownership of Borm:   | Beneficial  |
|  |  |  | (Mon  | th/Day/Year  |   | ode   | V  | Amoun  | (A) or (D)   | Price   | (Instr. 3 a  |   |  | Ownership<br>(Instr. 4)  |   |
| stock  |  | 09/08/2012   |   |  |   | F   |  | 11,420<br>(1)  |  | \$<br>53.69   | 57,140   | 7,140   |  | D  |   |
| stock  |  |  |   |  |   |   |  |  |  |   | 161,313  | (2)   |  | D  |   |
| eport on a s   | eparate fine fo  |  | Deriva  | ntive Securit  | ies Ac  | quire   | Pers<br>cont<br>the f  | ons whained in   | no responding this for splays a  | orm ar<br>curre   | e not requently valid  | uired to res<br>OMB cont  | spond unle   | ss   | 1474 (9-02)   |
|  | 2 Transaction  | 3A Daamad  | · · ·   |  | arran   | ts, op  |  |  |  | <u> </u>  |  | & Price of  | 0 Number   | f 10   | 11. Natur   |
|  | Date (Month/Day/Y  | Execution Da<br>any/Year) any  |   | f Transaction Number of  |   | ative ities ired rosed ) . 3,   | and Expiration Date<br>(Month/Day/Year) Art<br>Ur.<br>Se   |  |  | Am<br>Und<br>Sec<br>(Ins  | oount of<br>derlying<br>curities<br>str. 3 and   |   | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported | Ownersh<br>Form of<br>Derivati<br>Security<br>Direct (I<br>or Indirects)   | of Indirect<br>Beneficia<br>Ownersh<br>(Instr. 4)   |
|  |  |  |   |  |   |   |  |  |  |   | Amount   |   |  |  |   |
| u st   | M WOR TION, 2  NY, NJ  arity  tock  tock  porversion Exercise ice of crivative | momas G.  (First)  M WORLDWIDE  TION, 22 SYLVAN  (Street)  NY, NJ 07054  (State)  Inity  tock  tock  port on a separate line for the conversion Exercise ice of erivative  Towns and the conversion of the convers | romas G.  (First) (Middle)  M WORLDWIDE  TION, 22 SYLVAN WAY  (Street)  NY, NJ 07054  (State) (Zip)  arity 2. Transaction Date (Month/Day/Year)  tock 09/08/2012  tock  Table II -  Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year) | MWORLDWIDE TION, 22 SYLVAN WAY  (Street)  NY, NJ 07054  (State)  2. Transaction Date (Month/Day/Year)  Op/08/2012  Table II - Derivative  Table II - Derivative  (Month/Day/Year)  3. Da  (Street)  4. If A  Exect any (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year) | M WORLDWIDE TION, 22 SYLVAN WAY  (Street)  A. If Amendment,  NY, NJ 07054  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securit (e.g., puts, calls, was privative in any (Month/Day/Year)  3. Date of Earliest 09/08/2012  4. If Amendment,  Yanity  2. Transaction Date (Month/Day/Year)  Table II - Derivative Securit (e.g., puts, calls, was privative in any (Month/Day/Year)  A. Deemed Exercise of Code (Month/Day/Year)  A. Deemed Exercise ice of Gerivative Securit (e.g., puts, calls, was privative in any (Month/Day/Year)  (Month/Day/Year) | MYNDHAM WORLDWIDE MORLDWIDE TION, 22 SYLVAN WAY  (Street)  A. If Amendment, Date of Exception Date (Month/Day/Year)  A. If Amendment, Date of Exception Date, if Cod any (Month/Day/Year)  A. 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Deemed Execution Date, if any (Month/Day/Year)  A. Deemed Execution Date (Month/Day/Year) | wyndam word word of the first o | M WORLDWIDE (First) (Middle) (Street) (Street) (State) (State) (State) (State) (Zip) (Month/Day/Year) (State) (Zip) (Month/Day/Year) (Annual Persons where tock (State) (State) (Zip) (Month/Day/Year) (Month/Day/ | WYNDHAM WORLDWIDE CORP [WY  (First) (Middle) M WORLDWIDE TION, 22 SYLVAN WAY  (Street)  A. If Amendment, Date Original Filed(Month/Day/Year)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date Date Date Date Date Date Date Date | WYNDHAM WORLDWIDE CORP [WYN]  (Street)  (Street)  (Street)  (Street)  (State)  (State)  (State)  (Zip)  (Month/Day/Year)  (Street)  (State)  (Zip)  (Month/Day/Year)  (State)  (Zip)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Dispose | WYNDHAM WORLDWIDE CORP [WYN]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 09/08/2012  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual Execution Date, if Ontice Onterior of Code (Instr. 3) 4. Securities Acquired (Instr. 3) 6. Individual Execution Date, if Onterior of Code (Instr. 3) 6. Individual Execution Date, if Onterior of Code (Instr. 3) 6. Individual Execution Date, if Onterior of Code (Instr. 3) 6. Individual Execution Date, if Onterior of Code (Instr. 3) 6. Individual Execution Date, if Onterior of Code (Instr. 3) 7. Transaction (Instr. 3) 8. 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#### **Reporting Owners**

|  | Relationships |              |                  |       |  |  |
|--|---------------|--------------|------------------|-------|--|--|
| Reporting Owner Name / Address   | Director      | 10%<br>Owner | Officer          | Other |  |  |
| Conforti Thomas G.<br>WYNDHAM WORLDWIDE CORPORATION<br>22 SYLVAN WAY<br>PARSIPPANY, NJ 07054 |               |              | Exec. VP and CFO |       |  |  |

## **Signatures**

| /s/ Scott G. McLester as Attorney-in-Fact for Thomas G. Conforti | 09/11/2012 |
|--|------------|
| **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.
- (2) Consists of 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.