REALOGY CORP Form 4 August 14, 2006

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. *See* Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MILLS CHERYL D

2. Issuer Name **and** Ticker or Trading Symbol

Relationship of Reporting Person(s) to Issuer

uci

(Last)

(First) (Middle)

3. Date of Earliest Transaction

REALOGY CORP [H]

(Month/Day/Year) 08/10/2006

_X__ Director ______ 10% Owner _____ Officer (give title _____ Other (specify

6. Individual or Joint/Group Filing(Check

(Check all applicable)

REALOGY CORPORATION, 1 CAMPUS DRIVE

(Street)

(State)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.678

below)

PARSIPPANY, NJ 07054

(City)

Common

Stock

| | | | | | | | . , . | · · · · · · · · · · · · · · · · · · · | • |
|------------|---------------------|--------------------|----------------------------|---------------------|-------|-------------|------------------|---------------------------------------|--------------|
| 1.Title of | 2. Transaction Date | | 3. | 4. Securi | | | 5. Amount of | 6. | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | TransactionAcquired (A) or | | | Securities | Ownership | Indirect Beneficial | |
| (Instr. 3) | | any | Code | ode Disposed of (D) | | | Beneficially | Form: | Ownership |
| | | (Month/Day/Year) | (Instr. 8) | (Instr. 3, | 4 and | 5) | Owned | Direct (D) | (Instr. 4) |
| | | | | , , , | | Following | or Indirect | | |
| | | | | | | | Reported | (I) | |
| | | | | | (A) | | Transaction(s) | (Instr. 4) | |
| | | | | | or | | (Instr. 3 and 4) | · · · · · · | |
| | | | Code V | Amount | (D) | Price | , | | |
| | | | | | | | | | Directors NQ |
| Common | 08/10/2006 | | A | (1) | | \$ 0 (2) | 9,251 | I | Deferred |
| Stock | | | | 938 (1) | A | | | | Compensation |
| Stock | | | | | | | | | * |
| | | | | | | | | | Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

D

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------------|--------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | onNumber | Expiration D | ate | Amoun | t of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securit | ies | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | | (Instr. 3 | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | A manuat | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | | Or Number | | |
| | | | | | | Exercisable | Date | Title Numbe of | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

MILLS CHERYL D REALOGY CORPORATION 1 CAMPUS DRIVE PARSIPPANY, NJ 07054



Signatures

/s/ Seth Truwit as attorney-in-fact for Cheryl D. 08/14/2006 Mills

> **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).

Award represents portion of 2006 third quarter director compensation payable in deferred stock units issued under the Realogy Corporation 2006 Equity and Incentive Plan and held in the Realogy Corporation Non-Employee Directors Deferred Compensation Plan.

- (1) Each deferred stock unit will entitle the reporting person to receive one share of Realogy common stock following her retirement or service from the Board of Directors of Realogy for any reason. The reporting person may not sell or receive value from any deferred stock unit prior to such termination of service.
- Number of shares subject to the award determined by dividing the amount of the director compensation deferred (\$20,625) by the closing price of Realogy Common Stock on August 10, 2006.

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.

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