Kelleher Kevin J
Form 4
December 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Kelleher Kevin J

(Last) (First) (Middle)

C/O REALOGY HOLDINGS CORP., ONE CAMPUS DRIVE

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
Realogy Holdings Corp. [RLGY]

3. Date of Earliest Transaction (Month/Day/Year)
12/19/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres/CEO, Cartus Corporation

6. Individual or Joint/Group Filing(Check 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.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, par value $0.01 per share	12/19/2012		A		6,972 (1) (2)	A	$ 0	33,394	D	
Common Stock, par value $0.01 per share	12/19/2012		F		2,311 (3)	D	$ 40.13	31,083 (4)	D	

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

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SEC 1474 (9-02)

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelleher Kevin J C/O REALOGY HOLDINGS CORP. ONE CAMPUS DRIVE PARSIPPANY, NJ 07054			Pres/CEO, Cartus Corporation	

Signatures

/s/ Seth I. Truwit, Attorney-in-Fact for Kevin J. Kelleher	12/21/2012
**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).

(1) Represents shares issued under the 2007 Stock Incentive Plan pursuant to the terms of the 2012 Realogy Executive Incentive Plan ("EIP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (3).

(2) Reporting Person received 11/12ths of total payment under the EIP, with the balance payable in cash in March 2013 and subject to adjustment based upon full year 2012 audited results. One half of bonus was above target based upon corporate performance and one-half below based upon business unit performance. Pursuant to the EIP, Reporting Person received 57% of December 2012 bonus in stock as follows: (1) a number of shares equal to 70% of the dollar amount of the bonus payable in December 2012 for performance below target divided by the closing sale price of the common stock on December 19, 2012 plus (2) a number of shares equal to the product of 1.2 multiplied by 50% of the dollar amount of the bonus payable in December 2012 exceeding target divided by the closing sale price of the common stock on December 19, 2012.

(3) These shares were withheld in order to pay applicable withholding taxes upon issuance of shares described in footnote (1) and (2).

(4) Shares subject to existing lock-up arrangements in connection with the Company's initial public offering.

Remarks:

Exhibit 24.1 - Power of Attorney of Kevin J. Kelleher.* *Previously filed

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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