

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2007-12-10** | Period of Report: **2007-12-06**
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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

BUCKMAN JAMES E

CIK: **1128483**

Type: **4** | Act: **34** | File No.: **001-32876** | Film No.: **071296305**

Mailing Address
YORK CAPITAL
MANAGEMENT
767 5TH AVENUE - 17TH
FLOOR
NEW YORK NY 10153

Business Address
212-300-1395

ISSUER

WYNDHAM WORLDWIDE CORP

CIK: **1361658** | IRS No.: **200052541** | State of Incorp.: **DE** | Fiscal Year End: **1231**
SIC: **7011** Hotels & motels

Mailing Address
7 SYLVAN WAY
PARSIPPANY NJ 07054

Business Address
7 SYLVAN WAY
PARSIPPANY NJ 07054
973-428-9700

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person BUCKMAN JAMES E			2. Issuer Name and Ticker or Trading Symbol WYNDHAM WORLDWIDE CORP [WYN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/06/2007			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
WYNDHAM WORLDWIDE CORPORATION, SEVEN SYLVAN WAY			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) PARSIPPANY, NJ 07054								
(City)	(State)	(Zip)						

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	12/06/2007		M		70,183	A	\$20.6189	115,932	D	
Common Stock	12/06/2007		S ⁽¹⁾		70,183	D	\$29.8201 ⁽²⁾	45,749 ⁽³⁾	D	
Common Stock								6,046 ⁽⁴⁾	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (Right to Buy)	\$20.6189	12/06/2007		M		70,183		08/01/2006	12/17/2007	Common Stock	70,183	\$ 0	0	D	

Explanation of Responses:

1. The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 14, 2007.
2. The average price for the sale of 70,183 shares in the aggregate was \$29.8201 per share. Actual prices of shares sold was as follows: 5,083 shares at \$29.78; 13,100 shares at \$29.79; 17,200 shares at \$29.80; 8,400 shares at \$29.81; 5,400 shares at \$29.82; 3,600 shares at \$29.83; 3,600 shares at \$29.84; 3,400 shares at \$29.85; 2,100 shares at \$29.86; 400 shares at \$29.87; 2,000 shares at \$29.88; 1,400 shares at \$29.89; 1,500 shares at \$29.90; 500 shares at \$29.91; 200 shares at \$29.92; 200 shares at \$29.93; 100 shares at \$29.94; 300 shares at \$29.95; and 1,700 shares at \$29.96.
3. Includes 3,220 shares held in the reporting person's IRA account and 27,069 shares held in a non-qualified deferred compensation plan.
4. Consists of deferred stock units issued under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan to satisfy obligations under the Wyndham Worldwide Corporation's Non-Employee Directors Deferred Compensation Plan. Each deferred stock unit will entitle the reporting person to receive one share of common stock following his retirement or termination of service from the Board of Directors for any reason. The reporting person may not sell or receive value from any deferred stock unit prior to termination of service.

Signatures

/s/ Lynn A. Feldman as Attorney-in-Fact for James E. Buckman

** Signature of Reporting Person

12/10/2007

Date

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

* 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).

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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