REALOGY HOLDINGS CORP.

Form 4

value

Common Stock,

\$0.01 par value

12/10/2014

December 12, 2014

Check this box if no longer subject to Section 16. Section 16. Washington, D.C. 20349 Expires: January 31 Expires: 2005 Estimated average burden hours per										3235-0287 January 31, 2005 average irs per		
(Print or Type Respo	onses)											
1. Name and Addres SMITH SHERR	2. Issuer Name and Ticker or Trading Symbol REALOGY HOLDINGS CORP. [RLGY]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
				of Earliest Transaction Day/Year) 2014				_X_ Director 10% Owner Officer (give title Other (specify below)				
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed of	f. or Beneficial	llv Owned		
	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price			r) 5)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Stock	/10/2014			A	2,259 (1)	A	\$0	2,259	D			

1,036 (1)

\$0

3,295

A

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

D

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Under Securi	rlying	Security (Instr. 5)	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

SMITH SHERRY M C/O REALOGY HOLDINGS CORP. 175 PARK AVENUE MADISON, NJ 07940

X

Signatures

/s/ Seth I. Truwit, as attorney-in-fact for Sherry M. Smith

12/12/2014

**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 issuable upon settlement of a restricted stock unit award issued under the 2012 Long Term Incentive Plan.

Remarks:

Exhibit 24.1 - Power of Attorney of Sherry M. Smith.* *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. 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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