

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* BENSON DEA (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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) SVP, CAO and Controller
	3. Date of Earliest Transaction (Month/Day/Year) 12/19/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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		6,982 ⁽¹⁾	A	\$0.00	6,982	D	
Common Stock, par value \$0.01 per share	12/19/2012		F		2,538 ⁽²⁾	D	\$40.13	4,444 ⁽³⁾	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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares issued under the 2007 Stock Incentive Plan pursuant to the terms of the Realogy 2012 Performance Plan, as amended ("RPP"), prior to the withholding of shares to pay applicable withholding taxes described in footnote (2). Reporting Person received 11/12ths of total payment under the RPP, with the balance payable in cash in March 2013 and subject to adjustment based upon full year 2012 audited results. Bonus was above target and Reporting Person elected to receive 100% of December 2012 payment in stock rather than 50% minimum set forth in the RPP. Because performance achieved was above target, the number of shares received (including any additional shares that the Reporting Person elected to receive in shares) was equal to the product of 1.2 multiplied by the quotient equal to dollar amount of the bonus payable in December 2012 divided by the closing sale price of the common stock on December 19, 2012.
- These shares were withheld in order to pay applicable withholding taxes upon issuance of shares described in footnote (1).
- Shares subject to existing lock-up arrangements in connection with the Company's initial public offering.

Remarks:

Exhibit 24.1 - Power of Attorney of Dea M. Benson.* *Previously filed

/s/ Seth I. Truwit, Attorney-in-Fact for Dea M. Benson 12/21/2012

** Signature of Reporting Person 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.