

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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* <u>SMITH RICHARD A</u>  (Last) (First) (Middle) <u>C/O REALOGY HOLDINGS CORP.</u> <u>ONE CAMPUS DRIVE</u>  (Street) <u>PARSIPPANY NJ</u> <u>07054</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/10/2012</u>	3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>Realogy Holdings Corp.</u> [ <u>RLGY</u> ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  <u>Chairman, President and CEO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class B Common Stock, par value \$0.01 per share	36,481	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)							
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options	07/01/2011 <sup>(1)</sup>	11/09/2020	Class A Common Stock, par value \$0.01 per share	87,150	20.75	D	
Employee Stock Options	07/01/2011 <sup>(1)</sup>	11/09/2020	Class A Common Stock, par value \$0.01 per share	37,350	137.5	D	
Employee Stock Options	10/12/2013 <sup>(2)</sup>	10/15/2018	Class A Common Stock, par value \$0.01 per share	7,479	22.25	D	
Employee Stock Options	10/12/2013 <sup>(3)</sup>	04/17/2019	Class A Common Stock, par value \$0.01 per share	14,106	22	D	
Employee Stock Options	10/12/2013 <sup>(4)</sup>	10/16/2019	Class A Common Stock, par value \$0.01 per share	33,866	17.5	D	
Employee Stock Options	04/30/2013 <sup>(5)</sup>	04/30/2022	Class A Common Stock, par value \$0.01 per share	120,000	17.5	D	

**Explanation of Responses:**

1. Options become exercisable in four equal annual installments (subject to continued employment), which commenced on July 1, 2011.

2. Options vest in three equal annual installments (subject to continued employment) beginning one year from the date of grant (April 17, 2011), but vested options do not become exercisable until October 12, 2013.

3. Options vest in three equal annual installments (subject to continued employment) beginning one year from the date of grant (October 16, 2011), but vested options do not become exercisable until October 12, 2013.

4. Options vest in three equal annual installments (subject to continued employment) beginning one year from the date of grant (April 16, 2012), but vested options do not become exercisable until October 12, 2013.

5. Options become exercisable in four equal annual installments (subject to continued employment), which commences on April 30, 2013 (one year from the date of grant).

**Remarks:**

Exhibit 24.1 -- Power of Attorney of Richard A. Smith

/s/ Seth I. Truwit, Attorney-in-Fact for Richard A. Smith 10/10/2012

\*\* 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 5 (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.

**POWER OF ATTORNEY**  
**For Executing Forms 3, 4 and 5**

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Marilyn J. Wasser, Seth Truwit and Jonathan Silver or any of them, each acting alone, his or her true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned a Form 3, Form 4 or Form 5, or any amendment thereto, relating to the securities of Realogy Holdings Corp., in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of such Form 3, Form 4 or Form 5, or any amendment thereto, and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his or her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by Realogy Holdings Corp. unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of September, 2012.

By: /s/ Richard A. Smith  
Richard A. Smith