

HOLMES STEPHEN P  
Form 4  
June 04, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HOLMES STEPHEN P

2. Issuer Name and Ticker or Trading Symbol  
Wyndham Destinations, Inc.  
[WYND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O WYNDHAM DESTINATIONS, INC., 6277 SEA HARBOR DRIVE

05/31/2018

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

ORLANDO, FL 32821

(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 Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	05/31/2018		A		211,153 <sup>(1)</sup> A \$ 0 1,331,937 <sup>(2)</sup>	D	
Common Stock	05/31/2018		A		84,217 <sup>(3)</sup> A \$ 0 1,416,154 <sup>(2)</sup>	D	
Common Stock	06/01/2018		A		3,079 <sup>(4)</sup> A \$ 0 3,511 <sup>(5)</sup>	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)

displays a currently valid OMB control number.

**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 Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Stock Settled Stock Appreciation Right	\$ 72.97	05/31/2018		D <sup>(6)</sup>		22,256	<sup>(6)</sup>	02/27/2020	Common Stock
Stock Settled Stock Appreciation Right	\$ 32.28	05/31/2018		A <sup>(6)</sup>	22,256		05/31/2018	02/27/2020	Common Stock
Stock Settled Stock Appreciation Right	\$ 91.81	05/31/2018		D <sup>(7)</sup>		50,539	<sup>(7)</sup>	02/26/2021	Common Stock
Stock Settled Stock Appreciation Right	\$ 40.62	05/31/2018		A <sup>(7)</sup>	50,539		05/31/2018	02/26/2021	Common Stock
Stock Settled Stock Appreciation Right	\$ 71.65	05/31/2018		D <sup>(8)</sup>		109,489	<sup>(8)</sup>	02/25/2022	Common Stock
Stock Settled Stock Appreciation Right	\$ 31.7	05/31/2018		A <sup>(8)</sup>	109,489		05/31/2018	02/25/2022	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P C/O WYNDHAM DESTINATIONS, INC. 6277 SEA HARBOR DRIVE ORLANDO, FL 32821	X			

## Signatures

/s/ Carlos C. Clark as Attorney-in-Fact for Stephen P.  
Holmes

06/04/2018

\_\_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) Common stock acquired upon vesting on May 31, 2018, in connection with the Registrant's spin-off transaction (the "Spin-Off"), of performance vested restricted stock units previously granted under the Wyndham Worldwide Corporation 2006 Equity and Incentive Plan (the "Plan").

(2) Includes previously reported shares of common stock.

(3) Common stock acquired under the Plan upon vesting on May 31, 2018, in connection with the Spin-Off, of restricted stock units previously granted under the Plan.

(4) Restricted stock units granted on June 1, 2018 under the Plan for service as a non-employee director of the Registrant. The units vest in four equal installments on each of the first four anniversaries of June 1, 2018, subject to the reporting person's continued service with the Registrant. The reporting person will receive one share of common stock for each vested restricted stock unit.

(5) Includes previously reported restricted stock units.

(6) The two reported transactions involve an adjustment to outstanding Stock Settled Stock Appreciation Rights ("SSARs") previously granted under the Plan in connection with the Spin-Off, resulting in the deemed cancellation of the existing SSARs and the grant of replacement SSARs. The SSARs were originally granted on February 27, 2014. The SSARs vested on May 31, 2018, and each SSAR confers upon the reporting person the right to receive an amount in common stock equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.

(7) The two reported transactions involve an adjustment to outstanding SSARs previously granted under the Plan in connection with the Spin-Off, resulting in the deemed cancellation of the existing SSARs and the grant of replacement SSARs. The SSARs were originally granted on February 27, 2015. The SSARs vested on May 31, 2018, and each SSAR confers upon the reporting person the right to receive an amount in common stock equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.

(8) The two reported transactions involve an adjustment to outstanding SSARs previously granted under the Plan in connection with the Spin-Off, resulting in the deemed cancellation of the existing SSARs and the grant of replacement SSARs. The SSARs were originally granted on February 27, 2016. The SSARs vested on May 31, 2018, and each SSAR confers upon the reporting person the right to receive an amount in common stock equal to the excess of the fair market value of a share of common stock on the date of exercise over the exercise price of the SSAR.

### Remarks:

Exhibit 24 - Power of Attorney of Stephen P. Holmes

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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