

PHH CORP
Form 4
May 19, 2005

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Groody Robert E

(Last) (First) (Middle)

3000 LEADENHALL ROAD

(Street)

MT. LAUREL, NJ 08054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PHH CORP [PHH]

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

05/17/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP & COO-PHH Mortgage

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

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)
Common Stock	05/17/2005		M	25,000 A	\$ 17.43	66,736 ⁽¹⁾	D
Common Stock	05/17/2005		S	8,200 D	\$ 23.8	58,536	D
Common Stock	05/17/2005		S	1,100 D	\$ 23.81	57,436	D
Common Stock	05/17/2005		S	700 D	\$ 23.82	56,736	D
Common Stock	05/17/2005		S	5,000 D	\$ 23.85	51,736	D

Edgar Filing: PHH CORP - Form 4

Common Stock	05/17/2005	S	7,500	D	\$ 23.86	44,236	D
Common Stock	05/17/2005	S	2,500	D	\$ 23.88	41,736	D
Common Stock	05/18/2005	M	25,000	A	\$ 17.43	66,736	D
Common Stock	05/18/2005	S	5,000	D	\$ 23.85	61,736	D
Common Stock	05/18/2005	S	5,000	D	\$ 23.9	56,736	D
Common Stock	05/18/2005	S	5,000	D	\$ 23.95	51,736	D
Common Stock	05/18/2005	S	10,000	D	\$ 24	41,736	D

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

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 control number.

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 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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 17.43	05/17/2005		M	25,000	02/10/2005 01/22/2012	Common Stock 25,000
Employee Stock Option (Right to Buy)	\$ 17.43	05/18/2005		M	25,000	02/10/2005 01/22/2012	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Groody Robert E 3000 LEADENHALL ROAD MT. LAUREL, NJ 08054			SVP & COO-PHH Mortgage	

Signatures

/s/ Robert E.
Groody

05/19/2005

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).
Includes 9,043 shares of common stock. Also includes 32,693 restricted stock units: (a) 6,009 of which vest on April 22, 2006, (b) 6,008 (1) of which vest on April 27, 2007, (c) 2,953 of which vest on each of April 27, 2006 and 2007 and (d) 14,770 of which vest on April 27, 2008.

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.