## Edgar Filing: Johnson Mark E - Form 4

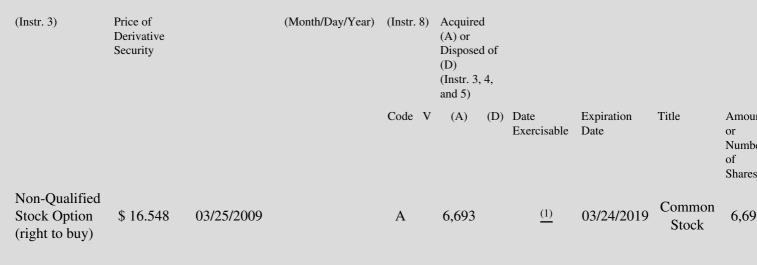
Johnson Ma Form 4 March 27, 2										
								OMB APPROVAL		
	UNITED	STATES S		RITIES A shington			E COMMISSION	N OMB Number:	3235-0287	
Check th if no lon subject t Section Form 4 c	ger o <b>STATEN</b> 16. or	x STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31, 2005 average urs per . 0.5	
Form 5 obligatic may con <i>See</i> Instr 1(b).	ns Section 17( ruction	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)									
			2. Issuer Name <b>and</b> Ticker or Trading Symbol PHH CORP [PHH]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (A	Middle)	3. Date of Earliest Transaction			(Che				
3000 LEADENHALL ROAD			(Month/Day/Year) 03/25/2009				Director 10% Owner X Officer (give title Other (specify below) below) SVP and Treasurer			
				endment, D onth/Day/Yea	-	al	<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
MT. LAUR	EL, NJ 08054						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	<ul><li>(A)</li><li>or</li><li>(D) Price</li></ul>	Transaction(s) (Instr. 3 and 4)			
Reminder: Rep	port on a separate line	e for each clas	ss of sec	urities bene	ficially ow	ned directly	or indirectly.			
							spond to the colle tained in this form		SEC 1474 (9-02)	

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Johnson Mark E 3000 LEADENHALL ROAD MT. LAUREL, NJ 08054			SVP and Treasu	ırer			
Signatures							
/s/ William F. Brown, Attorney-in-Fact	03/27/2009						
**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) The stock option vests in three equal annual installments beginning on March 25, 2010.

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.