Edgar Filing: Brown William F - Form 4

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Form 4 June 30, 2009											
FORM Check thi if no long subject to	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 F CHANGES IN BENEFICIAL OWNERSHIP OF						OMB APPROVAL OMB 3235-028 Number: January 3 ⁻ Expires: 200 Estimated average				
Section 16. SECURITIES Durden hour response Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940							rs per				
(Print or Type R	Responses)										
			2. Issuer Name and Ticker or Trading Symbol PHH CORP [PHH]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last) 3000 LEAD	(First) (M	/liddle))	3. Date of (Month/Da 06/28/20		ansaction			Director X Officer (give below)		• Owner er (specify	
			nendment, Date Original Ionth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
	EL, NJ 08054							Person	nore man One Ke	porting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative	Securi	ties Acc	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	on(A) or D (D) (Instr. 3,	ispose	d of	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	06/28/2009			F	798 <u>(1)</u>		\$ 18.5	48,500 <u>(2)</u>	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.

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

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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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	;	ate	7. Title Amoun Underl Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Brown William F 3000 LEADENHALL ROAD MT. LAUREL, NJ 08054			SVP, GC and Secretary				
Signatures							
/c/ William E							

/s/ William F.	
Brown	06/30/2009

<u>**</u>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) Represents shares withheld to pay taxes on vested restricted stock units.
- (2) Includes 22,222 shares held directly by the reporting person and 26,278 shares underlying unvested restricted stock units.

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.