PHH CORP Form 4 July 01, 2009

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

OMB Number: 3235-0287

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if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BRINKLEY JAMES W			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
			PHH CORP [PHH]					(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	nsaction					
			(Month/Day/Year)					_X_ Director	10%	Owner
3000 LEADENHALL ROAD 06/3			06/30/20	06/30/2009					e titleOth below)	er (specify
(Street)			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
	Filed(Month/Day/Year)									
MT. LAURE	EL, NJ 08054							Form filed by Person	More than One Re	eporting
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed (	of, or Beneficia	lly Owned
1.Title of	2. Transaction Da	ate 2A. Dee	med	3.	4. Securit	ties		5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year	r) Execution	n Date, if	Date, if TransactionAcquired (A) or		r	Securities Form: Direct		Indirect	
(Instr. 3)	any		Code		Disposed of (D)			Beneficially	(D) or	Beneficial
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Following (In	Indirect (I) (Instr. 4)	Ownership (Instr. 4)
						(A) or		Reported Transaction(s)		
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common Stock	06/30/2009			A	970 (1)	A	\$0	17,794 <u>(2)</u>	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)

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

#### Edgar Filing: PHH CORP - Form 4

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerci Expiration Da		7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day/Tear)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y e		Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)		Expiration Date	Title Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
BRINKLEY JAMES W 3000 LEADENHALL ROAD MT. LAUREL, NJ 08054	X						

## **Signatures**

/s/ William F. Brown,
Attorney-in-Fact
07/01/2009

\*\*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) Each restricted stock unit represents the right to receive one share of Common Stock which shall be paid one year after cessation of service on the Board of Directors.
- (2) Excludes 250 shares of common stock held indirectly by Brinkley Investments, LLC

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.

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