#### Edgar Filing: Danahy Mark - Form 4

Danahy Mar Form 4 August 11, 2													
FORM	ЛЛ									OMB AF	PROVAL		
	UNITED	STATES				AND EX , D.C. 2(			OMMISSION	OMB Number:	3235-0287		
Check th if no lon	ger									Expires:	January 31, 2005		
subject to Section 16. Form 4 or		MENT O	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated a burden hour response	l average ours per		
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Com- 30(h) of the Investment Company							mpar	ny Act of 1	1935 or Section	I			
(Print or Type	Responses)												
Danahy Mark Sy			Symbol						5. Relationship of I ssuer	lationship of Reporting Person(s) to r			
(Last)	(First) (	Middle)	-		-			(Check all applicable)					
(Mor				B. Date of Earliest Transaction Month/Day/Year) Director D8/07/2009X Officer below) Presider						ive title 10% Owner Other (specify below) & CEO-PHH Mortgage			
	(Street)			hendment, Date Original 6. Individual or Joint/Group Filing(Check					g(Check				
MOUNT L	AUREL, NJ 0805	54	Filed(Mo	onth/Day/	Yea	r)		-	Applicable Line) _X_ Form filed by O Form filed by Mo Person				
(City)	(State)	(Zip)	Tab	le I - No	on-l	Derivative	e Secu	rities Acqui	ired, Disposed of,	or Beneficiall	y Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			Code	Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) Cover (Instr. 3, 4 and 5) (Instr. 8) Cover (A) Cover (I) Cover				7. Nature of Indirect Beneficial Ownership (Instr. 4)					
				Code	v	Amount		Price	(Instr. 3 and 4)				
Common Stock	08/07/2009			S		1,800	D	\$ 20.101	46,804	D			
Common Stock	08/07/2009			S		1,600	D	\$ 20.1902	45,204	D			
Common Stock	08/07/2009			S		300	D	\$ 20.21	44,904	D			
Common Stock	08/07/2009			S		600	D	\$ 20.22	44,304	D			
Common Stock	08/07/2009			S		200	D	\$ 20.33	44,104	D			

#### Edgar Filing: Danahy Mark - Form 4

Common Stock	08/07/2009	S	2,800	D	\$ 20.4001	41,304	D
Common Stock	08/07/2009	S	2,000	D	\$ 20.41	39,304	D
Common Stock	08/07/2009	S	1,520	D	\$ 20.4101	37,784	D
Common Stock	08/07/2009	S	200	D	\$ 20.415	37,584	D
Common Stock	08/07/2009	S	700	D	\$ 20.42	36,884	D
Common Stock	08/07/2009	S	800	D	\$ 20.43	36,084	D
Common Stock	08/07/2009	S	1,300	D	\$ 20.4303	34,784	D
Common Stock	08/07/2009	S	300	D	\$ 20.44	34,484	D
Common Stock	08/07/2009	S	1,100	D	\$ 20.45	33,384	D
Common Stock	08/07/2009	S	100	D	\$ 20.47	33,284	D
Common Stock	08/07/2009	S	200	D	\$ 20.48	33,084	D
Common Stock	08/07/2009	S	600	D	\$ 20.49	32,484 <u>(1)</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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transactio Code (Instr. 8)	of	S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)		Title		

DateExpirationExercisableDate

Amount or Number of Shares

## **Reporting Owners**

Reporting Owner Name / Addre	ess	Relationships								
	Director	10% Owner	Officer	Other						
Danahy Mark 3000 LEADENHALL ROA MOUNT LAUREL, NJ 080			President & CEO-PHH Mortgage							
Signatures										
/s/ William F.										
Brown	08/10/2009									
**Signature of Reporting Person	Date									
Evalenction of [	200000									

### **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) Includes 1,550 shares of common stock held directly by the reporting person and 30,934 shares of common stock 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.