Kilroy George J Form 4 November 09, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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)

1(b).

(Last)

1. Name and Address of Reporting Person * Kilroy George J

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PHH CORP [PHH]

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 11/05/2010

Director 10% Owner _ Other (specify X_ Officer (give title below) below)

EVP, Fleet

(Check all applicable)

C/O PHH CORPORATION, 3000

4. If Amendment, Date Original Filed(Month/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

Person

MT. LAUREL, NJ 08054

LEADENHALL ROAD

(City)	(State)	(Zip) Tabl	e I - Non-D	D erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securion(A) or D (Instr. 3,	ispose	ed of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	11/05/2010		S	200	D	\$ 20.7	61,827 (1)	D	
Common Stock	11/05/2010		S	300	D	\$ 20.69	61,527 (1)	D	
Common Stock	11/05/2010		S	4,425	D	\$ 20.68	57,102 <u>(1)</u>	D	
Common Stock	11/05/2010		S	2,481	D	\$ 20.64	54,621 (1)	D	
Common Stock	11/05/2010		S	705	D	\$ 20.67	53,916 (1)	D	

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Common Stock 11/05/2010 S 1,889 D \$ 52,027 (1) 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)

	1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)			5. onNumber	6. Date Exerc Expiration D	ate	7. Titl	nt of	8. Price of Derivative	9. Nu Deriv
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	, ,	Security	Secui
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)				Securi		(Instr. 5)	Bene
		Derivative				Securities			(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
						(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										A 4		
										Amount		
							Date	Expiration	m: .1	or		
							Exercisable	Date		Number		
				G 1 1	(4) (7)				of			
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Kilroy George J

C/O PHH CORPORATION
3000 LEADENHALL ROAD
EVP, Fleet

MT. LAUREL, NJ 08054

Signatures

William F. Brown, Attorney in-fact for George J.
Kilroy

11/09/2010

**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) Includes 13,937 of 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.

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