Messina Glen A. Form 3 July 20, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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. Name and Address of Reporting

Person *

C/O PHH

Messina Glen A.

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

07/13/2011

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

PHH CORP [PHH]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

CORPORATION, 3000

LEADENHALL ROAD

(Street)

Director _X__ Officer

10% Owner

Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Chief Operating Officer

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

MOUNT LAUREL, ÂNJÂ 08054

(City) 1. Title of Security

(Instr. 4)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities

Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial Ownership

Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

5. 4 Conversion Ownership or Exercise Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4)

Date **Expiration Title** Exercisable Date

Amount or Number of

Derivative Price of Derivative Security: Security Direct (D)

1

Shares

or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Messina Glen A. C/O PHH CORPORATION 3000 LEADENHALL ROAD MOUNT LAUREL, NJÂ 08054

 \hat{A} \hat{A} \hat{A} Chief Operating Officer \hat{A}

Signatures

Leith W. Kaplan, Attorney In-Fact for Glen A. Messina

07/20/2011

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

- * If the form is filed by more than one reporting person, see Instruction 5(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).

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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