

Parseghian Gregory J  
 Form 4  
 August 15, 2011

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
 Parseghian Gregory J

(Last) (First) (Middle)

C/O PHH CORPORATION, 3000  
 LEADENHALL ROAD

(Street)

MT. LAUREL, NJ 08054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PHH CORP [PHH]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 08/15/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/15/2011		P	200 A \$ 15.37	19,481 (1)	D	
Common Stock	08/15/2011		P	100 A \$ 15.39	19,581 (1)	D	
Common Stock	08/15/2011		P	100 A \$ 15.3999	19,681 (1)	D	
Common Stock	08/15/2011		P	400 A \$ 15.4	20,081 (1)	D	
Common Stock	08/15/2011		P	600 A \$ 15.41	20,681 (1)	D	

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Common Stock	08/15/2011	P	100	A	\$ 15.4174	20,781 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4185	20,881 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.43	21,081 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.438	21,181 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4382	21,281 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4398	21,381 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4487	21,481 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4576	21,581 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.46	21,681 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4691	21,781 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4699	21,881 <u>(1)</u>	D
Common Stock	08/15/2011	P	570	A	\$ 15.48	22,451 <u>(1)</u>	D
Common Stock	08/15/2011	P	1,430	A	\$ 15.49	23,881 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.498	24,081 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4985	24,181 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4987	24,281 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.4992	24,481 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.4998	24,581 <u>(1)</u>	D
Common Stock	08/15/2011	P	1,369	A	\$ 15.5	25,950 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.505	26,050 <u>(1)</u>	D
	08/15/2011	P	200	A		26,250 <u>(1)</u>	D

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Common Stock					\$				
					15.5085				
Common Stock	08/15/2011		P	100	A	\$	26,350	(1)	D
						15.5089			
Common Stock	08/15/2011		P	100	A	\$	26,450	(1)	D
						15.509			
Common Stock	08/15/2011		P	200	A	\$	26,650	(1)	D
						15.5092			
Common Stock	08/15/2011		P	100	A	\$	26,750	(1)	D
						15.5093			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parseghian Gregory J C/O PHH CORPORATION 3000 LEADENHALL ROAD MT. LAUREL, NJ 08054	X			

## Signatures

J. Christopher Clifton,  
Attorney-In-Fact

08/15/2011

\_\_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).

Includes 5,000 shares of PHH Corporation common stock held indirectly by the reporting person in a revocable trust and 14,281 shares of  
(1) PHH Corporation common stock underlying fully vested restricted stock units ("RSUs"). Each RSU represents the right to receive one share of PHH Corporation common stock upon settlement.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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