

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/15/2011		P	100 A \$ 15.5095	26,850 (1)	D	
Common Stock	08/15/2011		P	100 A \$ 15.5097	26,950 (1)	D	
Common Stock	08/15/2011		P	100 A \$ 15.5098	27,050 (1)	D	
Common Stock	08/15/2011		P	100 A \$ 15.5099	27,150 (1)	D	
Common Stock	08/15/2011		P	1,630 A \$ 15.51	28,780 (1)	D	

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Common Stock	08/15/2011	P	200	A	\$ 15.5179	28,980 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.5182	29,180 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5184	29,280 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.5186	29,480 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5187	29,580 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5189	29,680 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5191	29,780 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5193	29,880 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.5194	30,080 <u>(1)</u>	D
Common Stock	08/15/2011	P	2,501	A	\$ 15.52	32,581 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.5289	32,781 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.53	32,881 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.5381	33,081 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.539	33,281 <u>(1)</u>	D
Common Stock	08/15/2011	P	700	A	\$ 15.54	33,981 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5492	34,081 <u>(1)</u>	D
Common Stock	08/15/2011	P	200	A	\$ 15.5498	34,281 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5581	34,381 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5593	34,481 <u>(1)</u>	D
Common Stock	08/15/2011	P	100	A	\$ 15.5595	34,581 <u>(1)</u>	D
	08/15/2011	P	100	A		34,681 <u>(1)</u>	D

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Common Stock						\$			
						15.5596			
Common Stock	08/15/2011		P	100	A	\$	34,781	(1)	D
						15.5598			
Common Stock	08/15/2011		P	100	A	\$	34,881	(1)	D
						15.5599			
Common Stock	08/15/2011		P	1,700	A	\$	36,581	(1)	D
						15.56			
Common Stock	08/15/2011		P	100	A	\$	36,681	(1)	D
						15.5682			

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

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**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)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				

## 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. 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.