SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>NELSON RONALD L</u>					WY	2. Issuer Name and Ticker or Trading Symbol <u>WYNDHAM HOTELS & RESORTS, INC.</u> [WH]									k all applicat	ionship of Reporting P all applicable) Director Officer (give title below)		10% Ov		
(Last) (First) (Middle) WYNDHAM HOTELS & RESORTS, INC.						3. Date of Earliest Transaction (Month/Day/Year) 03/10/2023												Other (s below)	specify	
22 SYLVAN WAY					4. If A	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(Street) PARSIPPANY NJ 07054														Form file	d by More	than One	e Reportin	g Person		
(City)	(State)	(Zi	ip)																	
		Та	able I - Noi	n-Der	ivative	e Se	ecuritie	s Acq	uired,	Disp	osed of,	, or l	Benefi	cially O	vned					
1. Title of Security (Instr. 3) 2. Tran: Date (Month						ar)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a				Securities Beneficiall Following	Beneficially Owned Following Reported		ership Direct (D) rect (I) I)	7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount		(A) or (D)	Price	 Transaction(s) (Instr. 3 and 4) 				(Instr. 4)	
Common Stock 03/1					/10/2023				Α		307(1)		Α	\$ <mark>0</mark>	9,198(2)]	D		
Common Stock															3,758(3)		1	D		
Common Stock															30,939.505 ⁽⁴⁾]]	D		
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)	if any	ecution Date, T		ansaction ode (Instr. 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)			Secu Deri	itle and A urities Ur ivative Se tr. 3 and 4	curity	8. Price of 9. Num Derivative Security Security (Instr. 5) Benefin Owned Follow Report Transa (Instr. 4)		e O s F illy D o g (i	0. Dwnership Form: Direct (D) or Indirect I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		

Explanation of Responses:

1. Deferred stock units and accrued dividends issued under the Issuer's 2018 Equity and Incentive Plan on vesting of previously-granted restricted stock units which vested on March 10, 2023. Each deferred stock unit entitles the reporting person to receive one share of common stock following the reporting person's retirement or termination of service from the Board of Directors.

Date

Exercisable

Expiration

Title

Date

2. Represents deferred stock units.

3. Represents restricted stock units.

4. Represents shares of common stock.

/s/ Paul F. Cash as Attorney-in-03/14/2023 Fact for Ronald L. Nelson

** Signature of Reporting Person

or

Number

of Shares

Date

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

 * 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).

Code

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

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 Number.

(A)

(D)