FORM 4

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

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Kelly Margaret M. (Last) (First) (Middle)	**RE/MAX Holdings, Inc. [RMAX]**	__ **X** __ Director _____ 10% Owner __ **X** __ Officer (give title below) _____ Other (specify below)
5075 SOUTH SYRACUSE STREET (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **10/1/2013**	**Chief Executive Officer**
DENVER, CO 80237 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	**10/1/2013**		**A**		**13637**	**A**	(1)	**13637**	**D**	
Class A Common Stock	**10/1/2013**		**A**		**45455**	**A**	(2)	**59092**	**D**	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	**$3.60**	**10/1/2013**		**A**		**525000**		**10/1/2013**	**11/15/2022**	**Class A Common Stock**	**525000**	**$0**	**525000**	**D**	

Explanation of Responses:

(1) Pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan, on October 1, 2013, the reporting person was granted 13,637 restricted stock units which vested upon grant, but which underlying shares will not be issued until May 20, 2014.

(2) Pursuant to the RE/MAX Holdings, Inc. 2013 Omnibus Incentive Plan, on October 1, 2013, the reporting person was granted 45,455 restricted stock units, vesting in three equal annual installments beginning on December 1, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Kelly Margaret M. **5075 SOUTH SYRACUSE STREET** **DENVER, CO 80237**	**X**		**Chief Executive Officer**	

Signatures

/s/ Mark Rohr as Attorney-in-Fact **10/3/2013**

** Signature of Reporting Person 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).

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 control number.