

KATZ SAMUEL L
Form 4
December 26, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

FORM 4

Washington, D.C. 20549

OMB APPROVAL

o 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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or
Section 30(h) of the Investment Company Act of 1940

OMB Number: 3235-0287
Expires: January 31, 2005
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per response 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Katz	Samuel	L.	Cendant Corporation (CD)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Senior Executive Vice President	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year	
9 West 57th Street, 37th Floor					12/23/2002	
(Street)					5. If Amendment, Date of Original (Month/Day/Year)	
New York	NY	10019			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, if any	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)
	(Month/Day/Year)	(Month/Day/Year)	Code V	Amount (A) or Price (D)			
Common Stock (series designated CD stock)	01/02/02		F V	17,026	D \$19.30	86,596	D
Common Stock (series designated CD stock)	12/23/02		I	1,435.2137	A \$11.13		
Common Stock	12/23/02		I	16,273.0591	A \$11.17		

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(series designated CD stock)

Common Stock (series designated CD stock)	12/23/02	I	16,969.5549	A	\$11.20			
Common Stock (series designated CD stock)	12/23/02	I	20,380.7513	A	\$11.22	64,845.7325	I	Held in NQ Deferred Comp. Plan
Common Stock (series designated CD stock)						180	I	by Spouse
Common Stock (series designated CD stock)						1,000	I	by Children

FORM 4 (Continued)

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

[illegible]

/s/ Lynn A. Feldman

Date _____

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

