

KATZ SAMUEL L
Form 5
February 07, 2003

Form 5

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION
Washington, DC 20549**

OMB APPROVAL
OMB Number:
3235-0362
Expires: January 31,
2005
Estimated average
burden
hours per response. . .
1.0

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

**ANNUAL STATEMENT OF CHANGES
BENEFICIAL OWNERSHIP**

- ☐ Form 3 Holdings Reported
☐ Form 4 Transactions Reported
- 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

1. Name and Address of Reporting Person* Katz, Samuel L.			2. Issuer Name and Ticker or Trading Symbol Cendant Corporation (CD)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner _X_ Officer (give title below) _____ Other (specify below) Chief Strategic Officer		
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Year 12/31/2002		
9 West 57th Street, 37th Floor								
(Street)			5. If Amendment, Date of Original (Month/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person ____ Form filed by More than One Reporting Person		
New York, NY 10019								
(City)	(State)	(Zip)	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 at end of Issuer's Fiscal Year (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			

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

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 control number.

(Over)
SEC 2270
(9-02)

**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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 Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Name and Address of Reporting Person
			Code	V	(A)	(D)		Title					

Edgar Filing: KATZ SAMUEL L - Form 5

							Date Exercisable	Expiration Date		Amount or Number of Shares				
\$19.05	01/22/2002		A		450,000		01/22/2003 (1)	01/22/2012	Common Stock (series designated CD stock)	450,000	\$0	450,000	D	
\$18.68	04/17/2002		A		100,000		04/17/2003 (2)	04/17/2012	Common Stock (series designated CD stock)	100,000	\$0	100,000	D	

Explanation of Responses:

Note 1: 150,000 exercisable on 1/22/03; 150,000 on 1/22/04 and 150,000 on 1/22/05.

Note 2: 33,333 exercisable on 4/17/03; 33,333 on 4/17/04 and 33,334 exercisable on 4/17/05.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Lynn A. Feldman

02/07/2003

**Signature of Reporting Person
By: Lynn A. Feldman, Attorney-in-fact on
behalf of Samuel L. Katz

Date

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. Page 2