

CERIDIAN CORP /DE/
Form 4
August 03, 2006

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 *
NELSON GARY M

(Last) (First) (Middle)

C/O CERIDIAN CORPORATION, 3311 EAST OLD SHAKOPEE ROAD

(Street)

MINNEAPOLIS, MN 55425

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CERIDIAN CORP /DE/ [CEN]

3. Date of Earliest Transaction (Month/Day/Year)
08/01/2006

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)
EVP & Secretary

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)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	08/01/2006		M			34,663	A	\$ 15.78	62,235	D	
Common Stock	08/01/2006		S			14,300	D	\$ 23.74	47,935	D	
Common Stock	08/01/2006		S			2,363	D	\$ 23.75	45,572	D	
Common Stock	08/01/2006		S			500	D	\$ 23.77	45,072	D	
Common Stock	08/01/2006		S			200	D	\$ 23.79	44,872	D	

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Common Stock	08/01/2006	S	100	D	\$ 23.82	44,772	D
Common Stock	08/01/2006	S	6,700	D	\$ 23.85	38,072	D
Common Stock	08/01/2006	S	500	D	\$ 23.86	37,572	D
Common Stock	08/01/2006	S	1,700	D	\$ 23.87	35,872	D
Common Stock	08/01/2006	S	900	D	\$ 23.88	34,972	D
Common Stock	08/01/2006	S	700	D	\$ 23.89	34,272	D
Common Stock	08/01/2006	S	2,300	D	\$ 23.9	31,972	D
Common Stock	08/01/2006	S	500	D	\$ 23.91	31,472	D
Common Stock	08/01/2006	S	2,500	D	\$ 23.92	28,972	D
Common Stock	08/01/2006	S	200	D	\$ 23.93	28,772	D
Common Stock	08/01/2006	S	1,200	D	\$ 23.94	27,572	D
Common Stock	08/02/2006	M	18,200	A	\$ 15.78	45,772	D
Common Stock	08/02/2006	S	1,200	D	\$ 23.96	44,572	D
Common Stock	08/02/2006	S	1,900	D	\$ 23.97	42,672	D
Common Stock	08/02/2006	S	8,100	D	\$ 23.98	34,572	D
Common Stock	08/02/2006	S	3,000	D	\$ 24.02	31,572	D
Common Stock	08/02/2006	S	1,200	D	\$ 24.05	30,372	D
Common Stock	08/02/2006	S	100	D	\$ 24.06	30,272	D
Common Stock	08/02/2006	S	1,800	D	\$ 24.08	28,472	D
Common Stock	08/02/2006	S	500	D	\$ 24.09	27,972	D
	08/02/2006	S	400	D	\$ 24.1	27,572	D

Common
Stock

Common
Stock

5,001 I 401(k)

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.78	08/01/2006		M	34,663	07/30/2000 ⁽¹⁾ 07/30/2007	Common Stock	34,663
Employee Stock Option (Right to Buy)	\$ 15.78	08/02/2006		M	5,741	07/30/2000 ⁽¹⁾ 07/30/2007	Common Stock	18,200
Employee Stock Option (Right to Buy)	\$ 15.78	08/02/2006		M	12,459	10/01/2001 ⁽¹⁾ 07/30/2007	Common Stock	12,459

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON GARY M C/O CERIDIAN CORPORATION			EVP & Secretary	

3311 EAST OLD SHAKOPEE ROAD
MINNEAPOLIS, MN 55425

Signatures

/s/ Gary M.

08/03/2006

Nelson

 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).

(1) Option fully vested on this date.

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

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