

CERIDIAN CORP /DE/  
Form 4  
November 09, 2007

**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 \*  
**LEWIS GEORGE R**

(Last) (First) (Middle)  
  
236 SOUTH LAKE DRIVE  
  
(Street)

STAMFORD, CT 06903

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/09/2007

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)

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	11/09/2007		D		25,015 (1)	D	
					\$ 36 0		

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

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SEC 1474  
(9-02)

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 24.6	11/09/2007		D		8,000		05/11/2009 <sup>(2)</sup>	05/11/2011 <sup>(2)</sup>	Common Stock	8,000
Director Stock Option (Right to Buy)	\$ 20.42	11/09/2007		D		4,000		11/24/2001	05/24/2011 <sup>(2)</sup>	Common Stock	4,000
Director Stock Option (Right to Buy)	\$ 22.25	11/09/2007		D		4,000		11/22/2002	05/22/2012 <sup>(2)</sup>	Common Stock	4,000
Director Stock Option (Right to Buy)	\$ 16.06	11/09/2007		D		4,000		11/21/2003	05/21/2013 <sup>(2)</sup>	Common Stock	4,000
Director Stock Option (Right to Buy)	\$ 20.86	11/09/2007		D		5,387		11/22/1998	05/22/2008 <sup>(2)</sup>	Common Stock	5,387
Director Stock Option (Right to Buy)	\$ 21.64	11/09/2007		D		4,000		11/12/2004	05/12/2014 <sup>(2)</sup>	Common Stock	4,000
Director Stock Option (Right to Buy)	\$ 19.07	11/09/2007		D		4,000		11/26/2005	05/26/2015 <sup>(2)</sup>	Common Stock	4,000

Director Stock Option (Right to Buy)	\$ 17.87	11/09/2007	D	5,387	11/25/2000	05/25/2010 <sup>(2)</sup>	Common Stock	5,387
Director Stock Option (Right to Buy)	\$ 26.31	11/09/2007	D	5,387	11/20/1999	05/20/2009 <sup>(2)</sup>	Common Stock	5,387
Phantom Stock	<sup>(3)</sup>	11/09/2007	D	1,377	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,377
Phantom Stock	<sup>(3)</sup>	11/09/2007	D	1,794	<sup>(4)</sup>	<sup>(4)</sup>	Common Stock	1,794

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS GEORGE R 236 SOUTH LAKE DRIVE STAMFORD, CT 06903	X			

## Signatures

/s/ William E. McDonald, Attorney-in-fact, pursuant to a power of attorney as previously filed with the SEC

11/09/2007

\_\_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).

Pursuant to the Agreement and Plan of Merger dated as of May 30, 2007, and amended as of July 30, 2007, by and among the Issuer, Foundation Holdings, Inc. and Foundation Merger Sub, Inc., a wholly owned subsidiary of Foundation Holdings, Inc. (the "Merger

(1) Agreement"), on November 9, 2007, immediately upon the effectiveness of the merger of Foundation Merger Sub, Inc. with and into the Issuer (the "Merger"), each of the 12,462 shares of Issuer's common stock and 12,553 shares of restricted Issuer's common stock were cancelled and converted into the right to receive \$36.00 in cash, without interest, and less any applicable withholding taxes.

Pursuant to the Merger Agreement, each outstanding stock option to acquire Issuer's common stock, whether vested or not vested, that remained outstanding as of the effective time of the Merger was cancelled and converted into the right to receive a cash payment equal to the number of shares of Issuer's common stock underlying the option multiplied by the amount (if any) by which \$36.00 exceeds the applicable exercise price of the option, less any applicable withholding taxes.

(3) 1-for-1

Pursuant to the Merger Agreement, immediately upon the effectiveness of the Merger, all amounts held in the Reporting Person's account (4) under the Issuer's deferred compensation plans that are denominated in Issuer common stock, were cancelled and converted into the right to receive \$36.00 in cash, without interest, and less any applicable withholding taxes.

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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