

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)
08/01/20064. 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
StockCommon
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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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	18,241
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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