CERIDIAN CORP/DE/

Form 4

November 09, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

may continue.

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

burden hours per response... 0.5

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * LEWIS GEORGE R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CERIDIAN CORP /DE/ [CEN]

(Check all applicable)

(Middle)

(First)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year) 11/09/2007

X_ Director 10% Owner Officer (give title Other (specify below)

236 SOUTH LAKE DRIVE

(Zip)

6. Individual or Joint/Group Filing(Check

4. If Amendment, Date Original

D

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting Person

STAMFORD, CT 06903

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) anv

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common Stock

11/09/2007

25,015 D \$ 36 0 (1)

D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Date (Month/Day/Year		7. Title and Underlying (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Shares
Director Stock Option (Right to Buy)	\$ 24.6	11/09/2007		D	8,000	05/11/2009(2)	05/11/2011(2)	Common Stock	8,00
Director Stock Option (Right to Buy)	\$ 20.42	11/09/2007		D	4,000	11/24/2001	05/24/2011(2)	Common Stock	4,00
Director Stock Option (Right to Buy)	\$ 22.25	11/09/2007		D	4,000	11/22/2002	05/22/2012(2)	Common Stock	4,00
Director Stock Option (Right to Buy)	\$ 16.06	11/09/2007		D	4,000	11/21/2003	05/21/2013(2)	Common Stock	4,00
Director Stock Option (Right to Buy)	\$ 20.86	11/09/2007		D	5,387	11/22/1998	05/22/2008(2)	Common Stock	5,38
Director Stock Option (Right to Buy)	\$ 21.64	11/09/2007		D	4,000	11/12/2004	05/12/2014(2)	Common Stock	4,00
Director Stock Option (Right to Buy)	\$ 19.07	11/09/2007		D	4,000	11/26/2005	05/26/2015(2)	Common Stock	4,00

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Director Stock Option (Right to Buy)	\$ 17.87	11/09/2007	D	5,387	11/25/2000	05/25/2010(2)	Common Stock	5,38
Director Stock Option (Right to Buy)	\$ 26.31	11/09/2007	D	5,387	11/20/1999	05/20/2009(2)	Common Stock	5,38
Phantom Stock	<u>(3)</u>	11/09/2007	D	1,377	<u>(4)</u>	<u>(4)</u>	Common Stock	1,37
Phantom Stock	<u>(3)</u>	11/09/2007	D	1,794	<u>(4)</u>	<u>(4)</u>	Common Stock	1,79

Reporting Owners

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

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 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. 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.

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