

CENDANT CORP
Form 3
August 03, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â MCCLAIN JOHN | | (Month/Day/Year) | CENDANT CORP [CD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1 CAMPUS DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Chief Accounting Officer | |
| PARSIPPANY,Â NJÂ 07054 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock (series designated CD stock) | 10,086 | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------------|---|-----------------------|---------------------|-------------------|---|
| Stock Option (right to buy) | 09/27/1999 | 09/27/2009 | Common Stock (series designated CD stock) | 156,373 | \$ 17.2064 | D | Â |
| Stock Option (right to buy) | 01/13/2000 | 01/13/2010 | Common Stock (series designated CD stock) | 78,186 | \$ 21.1993 | D | Â |
| Stock Option (right to buy) | 01/03/2001 | 01/03/2011 | Common Stock (series designated CD stock) | 14,334 | \$ 9.0289 | D | Â |
| Stock Option (right to buy) | 01/22/2002 | 01/22/2012 | Common Stock (series designated CD stock) | 75,059 | \$ 18.2736 | D | Â |
| Restricted Stock Units | 08/01/2007 ⁽²⁾ | Â ⁽⁶⁾ | Common Stock (series designated CD stock) | 245,902 | \$ 0 ⁽¹⁾ | D | Â |
| Restricted Stock Units | 08/15/2006 ⁽³⁾ | Â ⁽⁶⁾ | Common Stock (series designated CD stock) | 4,321 | \$ 0 ⁽¹⁾ | D | Â |
| Performance - Vesting Restricted Stock Units | 08/15/2006 ⁽³⁾ | Â ⁽⁶⁾ | Common Stock (series designated CD stock) | 8,497 ⁽⁴⁾ | \$ 0 ⁽¹⁾ | D | Â |
| Performance - Vesting Restricted Stock Units | 08/15/2006 ⁽³⁾ | Â ⁽⁶⁾ | Common Stock (series designated CD stock) | 16,226 ⁽⁵⁾ | \$ 0 ⁽¹⁾ | D | Â |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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| | Director | 10% Owner | Officer | Other |
|--|----------|-----------|---------------------------------------|-------|
| MCCLAIN JOHN 1 CAMPUS DRIVE PARSIPPANY, NJ 07054 | ^ | ^ | ^ SVP, Chief Accounting Officer | ^ |

Signatures

Jean M. Sera, by Power of Attorney for John McClain 08/02/2006

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Units convert to Common Stock (series designated CD stock) on a one-to-one basis upon vesting.
 - (2) Original grant vests in four equal installments on May 2, 2007, 2008, 2009 and 2010.
 - (3) In connection with Cendant Corporation's Separation Plan, vesting will be accelerated to August 15, 2006.
 - (4) 11,328 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, were terminated as disclosed in Cendant's Current Reports on Form 8-K dated March 27, 2006 and October 27, 2005.
 - (5) 16,225 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, were terminated as disclosed in Cendant's Current Reports on Form 8-K dated March 27, 2006 and October 27, 2005.
 - (6) Expiration date not applicable.

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.