

CERIDIAN CORP /DE/  
Form 4  
November 09, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
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  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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	(A) or (D)	Price
Common Stock	11/09/2007		D		27,719	D	\$ 36 (1)
Common Stock	11/09/2007		D		5,001	D	\$ 36 (1)

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)

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 Underlying Securities
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am or Nu of s
Employee Stock Option (Right to Buy)	\$ 14.55	11/09/2007		D	50,750	01/21/2006 01/21/2008 <sup>(3)</sup>	Common Stock	50
Employee Stock Option (Right to Buy)	\$ 20.56	11/09/2007		D	47,690	01/31/2007 01/31/2009 <sup>(3)</sup>	Common Stock	47
Employee Stock Option (Right to Buy)	\$ 18.16	11/09/2007		D	53,485	02/24/2008 <sup>(3)</sup> 02/24/2010 <sup>(3)</sup>	Common Stock	53
Employee Stock Option (Right to Buy)	\$ 25.81	11/09/2007		D	56,870	02/17/2009 <sup>(3)</sup> 02/17/2011 <sup>(3)</sup>	Common Stock	56
Employee Stock Option (Right to Buy)	\$ 33.02	11/09/2007		D	45,697	05/26/2010 <sup>(3)</sup> 05/26/2012 <sup>(3)</sup>	Common Stock	45
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	6,326	<u>(4)</u> <u>(4)</u>	Common Stock	6
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	6,890	<u>(4)</u> <u>(4)</u>	Common Stock	6
Employee Stock Option	\$ 20.35	11/09/2007		D	20,202	10/21/2001 10/21/2008 <sup>(3)</sup>	Common Stock	20

(Right to Buy)

Employee Stock

Option	\$ 14.8	11/09/2007	D	26,936	10/20/2002	10/20/2009 <sup>(3)</sup>	Common Stock	26
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Employee Stock

Option	\$ 20.35	11/09/2007	D	20,202	02/15/2001	10/21/2008 <sup>(3)</sup>	Common Stock	20
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Employee Stock

Option	\$ 14.8	11/09/2007	D	26,936	02/15/2002	10/20/2009 <sup>(3)</sup>	Common Stock	26
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Phantom Stock

	<u>(6)</u>	11/09/2007	D	16,269 <u>(5)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	16
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NELSON GARY M C/O CERIDIAN CORPORATION 3311 EAST OLD SHAKOPEE ROAD MINNEAPOLIS, MN 55425			EVP & Secretary	

## Signatures

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 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 24,748 shares of Issuer's common stock, 2,971 shares of restricted Issuer's common stock, and 5,001 shares of Issuer's common stock held in the Issuer's 401(k) Plan by the Reporting Person were cancelled and converted into the right to receive \$36.00 in cash, without interest, and less any applicable withholding taxes.
- (1) Issuer (the "Merger"), each of the 24,748 shares of Issuer's common stock, 2,971 shares of restricted Issuer's common stock, and 5,001 shares of Issuer's common stock held in the Issuer's 401(k) Plan by the Reporting Person were cancelled and converted into the right to receive \$36.00 in cash, without interest, and less any applicable withholding taxes.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
  - (3) 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

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applicable exercise price of the option, less any applicable withholding taxes.

- Pursuant to the Merger Agreement, immediately upon the effectiveness of the Merger, each outstanding restricted stock unit held by the
- (4) Reporting Person was cancelled and converted into the right to receive \$36.00 per unit, without interest, and less any applicable withholding taxes.

- Pursuant to the Merger Agreement, immediately upon the effectiveness of the Merger, all amounts held in the Reporting Person's account
- (5) 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.

- (6) 1-for-1

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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