

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 *
STROBEL RANDY W

(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
 Officer (give title below) ___ Other (specify below)
V.P. & Controller

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)
				(A) or (D)	Price		
Common Stock	11/09/2007		D	(1)	1,941 \$ 36 0	D	

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 Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 19.49	11/09/2007		D	10,000	07/01/2008 ⁽³⁾ 07/01/2010 ⁽³⁾	Common Stock 10
Employee Stock Option (Right to Buy)	\$ 25.81	11/09/2007		D	13,490	02/17/2009 ⁽³⁾ 02/17/2011 ⁽³⁾	Common Stock 13
Employee Stock Option (Right to Buy)	\$ 33.12	11/09/2007		D	10,705	03/28/2010 ⁽³⁾ 03/28/2012 ⁽³⁾	Common Stock 10
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	1,500	<u>(4)</u> <u>(4)</u>	Common Stock 1
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	1,902	<u>(4)</u> <u>(4)</u>	Common Stock 1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STROBEL RANDY W C/O CERIDIAN CORPORATION 3311 EAST OLD SHAKOPEE ROAD MINNEAPOLIS, MN 55425			V.P. & Controller	

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 1,386 shares of Issuer's common stock and 555 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.

(2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.

Pursuant to the Merger Agreement, each outstanding stock option to acquire Issuer's common stock, whether vested or not vested, that

(3) 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.

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.

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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