

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 *
Burns James

(Last) (First) (Middle)

**CERIDIAN CANADA LTD., 675
COCHRANE DRIVE, NORTH
TOWER**

2. Issuer Name and Ticker or Trading Symbol
CERIDIAN CORP /DE/ [CEN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Pres., Ceridian Int'l

(Street)

**MARKHAM, ONTARIO, A6 L3R
0B8**

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
Common Stock	11/09/2007		D	(A) or (D) 4,982 (1)	\$ 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)	\$ 18.16	11/09/2007		D	44,300	02/24/2008 ⁽³⁾ 02/24/2010 ⁽³⁾	Common Stock 44
Employee Stock Option (Right to Buy)	\$ 25.81	11/09/2007		D	12,886	02/17/2009 ⁽³⁾ 02/17/2011 ⁽³⁾	Common Stock 12
Employee Stock Option (Right to Buy)	\$ 34.37	11/09/2007		D	43,900	04/26/2010 ⁽³⁾ 04/26/2012 ⁽³⁾	Common Stock 43
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	2,150	<u>(4)</u> <u>(4)</u>	Common Stock 2
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	6,620	<u>(4)</u> <u>(4)</u>	Common Stock 6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burns James CERIDIAN CANADA LTD. 675 COCHRANE DRIVE, NORTH TOWER MARKHAM, ONTARIO, A6 L3R 0B8			EVP & Pres., Ceridian Int'l	

Signatures

/s/ William E. McDonald, Attorney-in-fact, pursuant to a power of attorney 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"), the 4,982 shares of 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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