

CERIDIAN CORP /DE/

Form 4

November 09, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/09/2007		D	27,719	D \$ 36 (1)	0	D
Common Stock	11/09/2007		D	5,001	D \$ 36 (1)	0	I 401(k)

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

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SEC 1474  
(9-02)

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**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)	8. Amount or Number of Underlying Securities
						Date Exercisable	Expiration Date	Title	Amount or Number of Underlying Securities
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	50,750
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	47,690
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	53,485
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	56,870
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	45,697
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	6,326	<u>(4)</u>	<u>(4)</u>	Common Stock	6,326
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	6,890	<u>(4)</u>	<u>(4)</u>	Common Stock	6,890
Employee Stock Option	\$ 20.35	11/09/2007		D	20,202	10/21/2001	10/21/2008 <sup>(3)</sup>	Common Stock	20,202

(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(Right to  
Buy)Employee  
Stock

Option \$ 20.35 11/09/2007

D

20,202

02/15/2001

10/21/2008<sup>(3)</sup>Common  
Stock(Right to  
Buy)Employee  
Stock

Option \$ 14.8 11/09/2007

D

26,936

02/15/2002

10/20/2009<sup>(3)</sup>Common  
Stock(Right to  
Buy)Phantom  
Stock(6)

11/09/2007

D

16,269  
(5)(5)(5)Common  
Stock

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