#### CERIDIAN CORP/DE/

Form 4

November 09, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

January 31, Expires:

**OMB APPROVAL** 

2005

0.5

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

(City)

1. Title of

Security

(Instr. 3)

C/O CERIDIAN

(Print or Type Responses)

1. Name and Address of Reporting Person \* STROBEL RANDY W

(First)

CORPORATION, 3311 EAST OLD

(State)

2. Issuer Name and Ticker or Trading

Symbol

CERIDIAN CORP /DE/ [CEN]

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

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

V.P. & Controller

5. Relationship of Reporting Person(s) to

below)

SHAKOPEE ROAD

(Middle)

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

(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Issuer

MINNEAPOLIS, MN 55425

(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

(D) Price Code V Amount

Common 1.941 11/09/2007 D D \$ 36 0 (1) Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: CERIDIAN CORP /DE/ - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	An or Nu of S
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	(2)	11/09/2007		D		1,500	<u>(4)</u>	<u>(4)</u>	Common Stock	1,
Restricted Stock Units	(2)	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

Reporting Owners 2

## **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 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. 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.