

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 \*  
Burns James

(Last) (First) (Middle)

CERIDIAN CANADA LTD., 675  
COCHRANE DRIVE, NORTH  
TOWER

(Street)

MARKHAM, ONTARIO, A6 L3R  
0B8

(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 & Pres., Ceridian Int'l

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)
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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

## 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.

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.