

CERIDIAN CORP /DE/  
Form 11-K  
June 25, 2002

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 11-K**

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2001

Commission File Number 1-15168

CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN

(Full title of the Plan)

CERIDIAN CORPORATION

(Delaware Corporation)

3311 East Old Shakopee Road

Minneapolis, MN 55425

(Name and address of principal executive office of the  
issuer of the securities held pursuant to the Plan)

IRS Employer Identification Number 41-1981625

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**INDEPENDENT AUDITORS REPORT**

The Board of Directors and  
the Retirement Committee of  
Ceridian Corporation:

We have audited the accompanying statements of net assets available for benefits of the Ceridian Corporation Personal Investment Plan (the Plan ) as of December 31, 2001 and 2000, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2001 and 2000, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The supplemental schedule of assets (held at end of year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/KPMG LLP

Minneapolis, Minnesota  
June 7, 2002

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CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN  
 Statements of Net Assets Available for Benefits  
 December 31, 2001 and 2000  
 (Dollars in thousands)

	<u>2001</u>	<u>2000</u>
Investments at fair value:		
Ceridian Corporation		
Common Stock	\$ 4,840	\$ 6,919
Arbitron Inc.		
Common Stock	1,543	
Mutual Funds	99,925	119,127
Loans receivable		
from participants	1,263	1,446
	<u>107,571</u>	<u>127,492</u>
Total investments	107,571	127,492
Cash	3	
	<u>107,574</u>	<u>127,492</u>
Net assets available for benefits	\$ 107,574	\$ 127,492

See accompanying notes to financial statements.

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CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN  
 Statements of Changes in Net Assets Available for Benefits  
 For the Years Ended December 31, 2001 and 2000  
 (Dollars in thousands)

	2001	2000
Additions:		
Additions to net assets attributed to:		
Net appreciation (depreciation) on fair value of investments including realized gains (losses)	\$ (5,111)	\$ (7,772)
Interest	102	100
Dividends	4,124	10,989
	(885)	3,317
Contributions:		
Participant	4,456	5,091
Employer	741	859
	5,197	5,950
Total additions	4,312	9,267
Deductions:		
Benefits paid to participants	10,632	25,494
	(6,320)	(16,227)
Net increase (decrease) before transfers	(6,320)	(16,227)
Net transfers (to) from other plans	(13,598)	59
	(19,918)	(16,168)
Increase (Decrease) in net assets available for benefits	(19,918)	(16,168)
Net assets available for benefits:		
Beginning of year	127,492	143,660
	\$ 107,574	\$ 127,492
End of year	\$ 107,574	\$ 127,492

See accompanying notes to financial statements.

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CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN  
Notes to Financial Statements  
December 31, 2001 and 2000

(1) Summary of Significant Accounting Policies

(a) Basis of Presentation and Use of Estimates

The accompanying financial statements of the Ceridian Corporation Personal Investment Plan, as amended (the Plan ), have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and disclosure of contingent assets and liabilities at the date of the financial statements and the reported changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(b) Custodian of Investments

Under the terms of a trust agreement between T. Rowe Price Trust Company (the Trustee ) and Ceridian Corporation (the Company ), the Trustee holds, manages and invests contributions to the Plan and income therefrom in funds selected by the Company's Retirement Committee to the extent directed by participants in the Plan. The Trustee carries its own banker's blanket bond insuring against losses caused, among other things, by dishonesty of employees, burglary, robbery, misplacement, forgery and counterfeit money.

(c) Investments

Investments are stated at their approximate fair value. Investments in common stock are valued at closing prices published in the Consolidated Transaction Reporting System of the New York Stock Exchange. Investments in mutual funds are valued using daily net asset value calculations performed by the funds and published by the National Association of Securities Dealers. Loans receivable from participants are valued at principal amount which approximates fair value. Net realized gains or losses are recognized by the Plan upon the sale of its investments or portions thereof on the basis of average cost to each investment program. Purchases and sales of securities are recorded on a trade date basis.

(d) Costs and Expenses

Costs and expenses of administering the Plan are paid by the Company and affiliated companies who have adopted the Plan ( Adopting Affiliates ).



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CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN  
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(2) Description of the Plan

The Plan is a defined contribution plan, qualified under Section 401(a) of the Internal Revenue Code of 1986, as amended (the Code), which includes provisions under Section 401(k) of the Code allowing an eligible participant to direct the employer to contribute a portion of the participant's compensation to the Plan on a pre-tax basis through payroll deductions. Only those employees of the Company and Adopting Affiliates who are U.S. citizens or resident aliens paid under the U.S. domestic payroll system and participate in the Company's qualified defined benefit pension plan are eligible to participate in the Plan. The Plan is administered by the Company through its Director, Executive Compensation and 401(k) Plans and through its Retirement Committee, which is appointed by the Chief Executive Officer of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended, and the rules and regulations issued thereunder (ERISA).

(3) Participant Accounts and Vesting

The Trustee maintains an account for each participant, including participant directed allocations to each investment fund. Each participant's account is credited with the participant's contribution and allocations of any employer contribution and Plan earnings, less loans and withdrawals, based on the direction of the participant. Participants are immediately vested in their contributions and employer contributions, plus actual earnings thereon; therefore, there are no forfeitures.

(4) Contributions

Participants may direct their employer to contribute to the Plan on their behalf through payroll deduction from 1% to 17% of their compensation in any pay period, subject to certain limitations. During 2001 and 2000, the Plan administrator, in accordance with the terms of the Plan, limited payroll deduction contributions on behalf of highly compensated participants to 8% of their compensation. For 2001 and 2000, the Code limited the total salary deferral contributions for any participant year to \$10,500 and provided that no participant may make annual deferral contributions to the Plan from salary in excess of \$170,000. These amounts are subject to periodic adjustment for increases in the cost of living in accordance with Treasury regulations. The Company and Adopting Affiliates made basic monthly matching contributions totaling \$741,000 in 2001 and \$859,000 in 2000 and did not declare a year-end performance matching contribution for either year.

The basic monthly matching contributions for 2001 and 2000 were determined on the basis of 50% of a participant's salary deferral contributions, up to a maximum of 3% of eligible compensation, and did not require the satisfaction of performance criteria. The year-end performance-based matching contribution required the achievement of certain Company economic performance criteria. These criteria were not achieved for either 2001 or 2000.

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CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN  
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(5) Withdrawals

Participants who are still employed by the Company or one of its Adopting Affiliates may only withdraw from their Plan account for financial hardship, as defined by federal regulations, for total disability, or if the participant is 59 1/2 years old. Participants may also withdraw amounts that were rolled into the Plan from another qualified plan or a conduit IRA. Withdrawals are also permitted pursuant to a qualified domestic relations order or in the event of termination of employment, retirement or death.

(6) Loans

Participants may borrow up to 50% of their salary deferral contributions and investment earnings on those contributions. Any loan must be in a multiple of \$100, be at least \$1,000, and not be more than \$50,000 less the amount of the highest loan balance outstanding during the 12-month period that ends the day before the loan is made. Participants may not have more than two loans outstanding. The interest rate is set by the Plan administrator and is based on the prime interest rates charged by major national banks. Each loan is approved by the Plan administrator or a delegate, and the Trustee maintains a loan receivable account for any participant with an outstanding loan.

(7) Income Tax Status

The Plan was amended and restated effective January 1, 2001. The Plan administrator has requested from the Internal Revenue Service, but has yet to receive, a determination regarding the restated Plan's tax qualified status. The Plan, prior to the amendment and restatement effective January 1, 2001, received a favorable determination letter regarding the Plan's tax qualification dated September 7, 1995 from the Internal Revenue Service stating that the Plan was qualified under the provisions of Section 401(a) of the Code, and that the trust established thereunder was thereby exempt from federal income taxes under Section 501(a) of the Code. The Company believes the Plan continues to operate in compliance with the applicable requirements of the Code.

Contributions to the Plan will not be included in the participant's taxable income for federal and, in most states, state income tax purposes until distributed or withdrawn. Each participant's portion of earnings from the investments made with contributions under the Plan generally is not taxable until distributed or withdrawn.

(8) Party-in-interest

The Trustee is a party-in-interest with respect to the Plan. In the opinion of the Trustee, transactions between the Plan and the Trustee are exempt from being considered as prohibited transactions under Section 408(b) of ERISA.

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CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN  
Notes to Financial Statements  
December 31, 2001 and 2000

(9) Investments

The following table presents individual investment programs whose carrying values represent 5% or more of the Plan's net assets available for plan benefits at the end of each of the respective years (dollars in thousands):

	<u>2001</u>	<u>2000</u>
Ceridian Corporation Common Stock	\$ NA	\$ 6,919
T. Rowe Price New Horizons Fund	21,294	27,144
T. Rowe Price International Stock Fund	NA	7,465
T. Rowe Price Equity Index 500 Fund	7,420	10,990
T. Rowe Price New Income Fund	6,249	NA
T. Rowe Price Equity Income Fund	30,862	36,954
T. Rowe Price Summit Cash Reserves Fund	14,087	14,786

The following table presents the net appreciation (depreciation) on fair value of investments including realized gains (losses) for each major class of the of the Plan's investments for each of the respective years (dollars in thousands):

	<u>2001</u>	<u>2000</u>
Ceridian Corporation Common Stock	\$ 701	\$ (365)
Arbitron Inc. Common Stock	692	NA
Mutual Funds	(6,504)	(7,407)
Total	<u>\$ (5,111)</u>	<u>\$ (7,772)</u>

(10) Reverse Spin-Off Transaction

On March 30, 2001, Ceridian Corporation ( Old Ceridian ) distributed to its stockholders all of the outstanding common stock of New Ceridian Corporation, a Delaware corporation and wholly owned subsidiary of Old Ceridian ( New Ceridian ), in a reverse spin-off transaction that separated its human resource solutions and Comdata businesses from its media information business. In anticipation of this transaction, the Plan was amended effective as of March 27, 2001, to transfer sponsorship of the Plan from Old Ceridian to New Ceridian. Immediately following the transaction, Old Ceridian, containing only the media information business, was renamed Arbitron Inc. and New Ceridian was renamed Ceridian Corporation.

On April 2, 2001, the account balances under the Plan of each Arbitron Inc. participant and all trust assets in kind related to those balances, amounting to \$13,605,000 and including loan balances of \$135,000, were transferred to the Arbitron Inc. 401(k) Plan trust. Shares in Arbitron Inc. resulting from the reverse spin-off transaction were placed in the Arbitron Inc. Stock Fund pending redistribution by the participant within one year to other available investment programs within the Plan.

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CERIDIAN CORPORATION PERSONAL INVESTMENT PLAN  
Schedule of Assets (Held at End of Year)  
December 31, 2001  
(Dollars in thousands)

Description		Shares or Face Value	Cost	Fair Market Value
Ceridian Corporation Common Stock	*	258,112	\$ 3,347	\$ 4,840
Arbitron Inc. Common Stock		830,416	830	1,543
Mutual Funds				
T. Rowe Price New Horizons Fund	*	940,952	19,200	21,294
T. Rowe Price International Stock Fund	*	413,749	5,754	4,547
T. Rowe Price Capital Appreciation Fund	*	332,548	4,629	4,869
T. Rowe Price Equity Index 500 Fund	*	240,600	8,166	7,420
T. Rowe Price New Income Fund	*	719,919	6,277	6,249
T. Rowe Price Balanced Fund	*	239,148	3,840	4,183
T. Rowe Price Equity Income Fund	*	1,304,953	27,330	30,862
T. Rowe Price Small-Cap Value Fund	*	193,385	3,809	4,382
T. Rowe Price Summit Cash Reserves Fund	*	14,087,259	14,088	14,087
T. Rowe Price International Discovery Fund	*	18,064	548	347
T. Rowe Price Science & Technology Fund	*	547,925	1,429	749
Janus Growth and Income Fund		31,240	1,188	936
Loans Receivable from Participants (range of interest rates 6.0% to 9.5%)			1,263	1,263
			\$ 101,698	\$ 107,571

\* Represents party-in-interest.  
See Independent Auditors Report

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

CERIDIAN CORPORATION  
PERSONAL INVESTMENT PLAN

Date: June 25, 2002

By: Ceridian Corporation  
its Named Fiduciary

By: /s/ J. H. Grierson

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John H. Grierson  
Vice President and Treasurer

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EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>	<u>Code</u>
23.01	Consent of Independent Auditors	E
99.01	Ceridian Corporation Personal Investment Plan - 2001 Revision	E
99.02	Ceridian Corporation Personal Investment Plan - First Declaration of Amendment	E
99.03	Ceridian Corporation Personal Investment Plan - Second Declaration of Amendment	E

Legend: (E) Electronic Filing