

NELSON RONALD L  
Form 4  
April 29, 2005

**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 \*  
NELSON RONALD L

(Last) (First) (Middle)  
9 WEST 57TH STREET  
(Street)

NEW YORK, NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CENDANT CORP [CD]

3. Date of Earliest Transaction (Month/Day/Year)  
04/27/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President and CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |        |   |  |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|--|
|   |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |        |   |  |
| Common Stock (series designated CD stock) | 04/27/2005                           |  | M <sup>(1)</sup>               |   | 22,658  | A  | \$ 0                                       | 22,658 | I | NQ Deferred Comp Plan (Deferred LTIP Shares) |
| Common Stock (series designated CD stock) | 04/27/2005                           |  | F <sup>(2)</sup>               |   | 333   | D  | \$ 19.9                                    | 22,325 | I | NQ Deferred Comp Plan (Deferred              |

| Common Stock (series designated CD stock) | Date       | Type | Quantity | Price      | Value  | Code | LTIP Shares)          |
|---|------------|------|----------|------------|--------|------|-----------------------|
| Common Stock (series designated CD stock) | 04/27/2005 | I    | 321      | \$ 19.9863 | 40,498 | I    | NQ Deferred Comp Plan |
| Common Stock (series designated CD stock) | 04/28/2005 | I    | 49,876   | \$ 19.978  | 90,374 | I    | NQ Deferred Comp Plan |
| Common Stock (series designated CD stock) |            |      |          |            | 75,000 | 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.**

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Performance - Vesting Stock Options        | \$ 0   | 04/27/2005                           |  | M <sup>(1)</sup> V             | 22,658  | 04/27/2005 <sup>(3)</sup> <sup>(4)</sup>                 | Common Stock (series designated CD stock)                   |

## Reporting Owners

Reporting Owner Name / Address

Relationships

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Director    10% Owner    Officer    Other

NELSON RONALD L  
9 WEST 57TH STREET  
NEW YORK, NY 10019

X

President and CFO

## Signatures

Jean M. Sera, by Power of Attorney for Ronald L.  
Nelson

04/29/2005

\_\_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).
- (1) Represents performance vesting restricted stock units which automatically converted to Common Stock (series designated CD stock) upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of 22,658 shares of performance vesting restricted stock units on April 27, 2005.
- (3) Original grant vests in four equal installments on April 27, 2005, 2006, 2007 and 2008.
- (4) Expiration date not applicable.
- (5) Total reflects adjustment made in connection with the distribution by Cendant of its ownership interest in PHH Corporation to its stockholders.

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.