CERIDIAN CORP/DE/

Form 4

September 08, 2005

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **NELSON GARY M**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CERIDIAN CORP /DE/ [CEN]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

Director X_ Officer (give title

10% Owner Other (specify

C/O CERIDIAN CORPORATION, 3311 EAST OLD

below)

SHAKOPEE ROAD

(Street)

EVP & Secretary

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

09/06/2005

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MINNEAPOLIS, MN 55425

| (City) | (State) | (Zip) 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) | on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) | | | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | Code V | Amount | (D) | Price | (Instr. 3 and 4) | | | | |
| Common Stock | 09/06/2005 | | M | 24,502 | A | \$ 20.75 | 49,187 | D | | | |
| Common Stock | 09/06/2005 | | S | 24,502 | D | \$ 20.75 | 24,685 | D | | | |
| Common Stock | 09/07/2005 | | M | 9,000 | A | \$ 20.75 | 33,685 | D | | | |
| Common Stock | 09/07/2005 | | S | 3,500 | D | \$ 20.75 | 30,185 | D | | | |
| Common Stock | | | | | | | 5,001 | I | 401(k) | | |

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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)

| 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. Transactio Code (Instr. 8) | 5. Number of or 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 Underlying Securitie (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|--|--|--|-----------------|---|------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option (Right to Buy) | \$ 13.71 | 09/06/2005 | | M | 24,502 | 01/31/2004(1) | 01/31/2006 | Common Stock | 24,5 |
| Employee Stock Option (Right to | \$ 13.71 | 09/07/2005 | | M | 9,000 | 01/31/2004(1) | 01/31/2006 | Common Stock | 9,00 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

NELSON GARY M C/O CERIDIAN CORPORATION 3311 EAST OLD SHAKOPEE ROAD MINNEAPOLIS, MN 55425

EVP & Secretary

Signatures

Buy)

/s/ Gary M. 09/08/2005 Nelson

**Signature of Date
Reporting Person

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).
- (1) Option fully vested on this date.

Remarks:

The stock option exercises and stock sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 Trading Plan adopt 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.