

CERIDIAN CORP /DE/  
Form 8-K  
January 23, 2007

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

**January 23, 2007**

Date of Report (Date of earliest event reported):

**CERIDIAN CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-15168**  
(Commission  
File Number)

**41-1981625**  
(I.R.S. Employer  
Identification No.)

**3311 East Old Shakopee Road, Minneapolis, Minnesota 55425**  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(952) 853-8100**

**No Change**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**ITEM 8.01 OTHER EVENTS**

On January 23, 2007, Ceridian Corporation (the Company ) issued a press release commenting on the proxy materials filed earlier that day by Pershing Square Capital Management, L.P., to nominate eight directors to the Company s Board of Directors at the Company s next Annual Meeting of Stockholders. A copy of the Company s press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits**

| Exhibit Number | Description  |
|----------------|--|
| 99.1           | Ceridian Corporation Press Release: Ceridian Comments on Pershing Square Proxy Filing, dated January 23, 2007. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**CERIDIAN CORPORATION**

By : /s/ Gary M. Nelson \_\_\_\_\_

Name : Gary M. Nelson

Title: Executive Vice President, Chief  
Administrative Officer, General  
Counsel and Corporate Secretary

Date: January 23, 2007