Edgar Filing: NELSON GARY M - Form 4

NELSON GARY Form 4											
January 04, 2006											
FORM 4	UNITED	STATES	SECU	RITIES A	AND EX	CHANGE	COMMISSIO		PPROVAL		
Check this box			Wa	shington	, D.C. 20	549		Number:	3235-0287		
Check this box if no longer subject to Section 16. Section 16. Section 16. Section 16. Section 16. Section 16. Section 16.						WNERSHIP OF	Estimated burden hou	urs per			
Form 4 or Form 5 obligations may continue.response0.5See Instruction 1(b).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 19400.5											
(Print or Type Respon	nses)										
1. Name and Addres NELSON GARY	2. Issuer Name and Ticker or Trading Symbol CERIDIAN CORP /DE/ [CEN]			-	5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First) (Middle)	3. Date of Earliest Transaction				(Check all applicable)				
C/O CERIDIAN				(Month/Day/Year) 12/31/2005			Director 10% Owner X_ Officer (give title Other (specify below) below)				
CORPORATION SHAKOPEE RC		STOLD					E'	VP & Secretary			
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					1	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 					
MINNEAPOLIS	5, MN 55425	i					Form filed by Person	More than One R	eporting		
(City) ((State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
	ansaction Date th/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Domindan Donort on	o concrete line	for each al	and of and				on in dinastly				
Reminder: Report on	i a separate fine	for each ci	ass of sec	unities bene	Perso inforn requir	ns who res nation cont red to response anys a current	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4. 5. Numbe	6. Date Exercisable and	7. Title and Amount of	8.
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction of Derivat	ive Expiration Date	Underlying Securities	D

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year) (Instr. 3 and 4		4)	Se (It
				Code V	(A) (E) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	12/31/2005		А	327	(2)(3)	(4)	Common Stock	327	4
Phantom Stock	<u>(1)</u>	12/31/2005		А	1,578	12/31/2007 <u>(3)</u>	(4)	Common Stock	1,578	4

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
NELSON GARY M C/O CERIDIAN CORPORATION 3311 EAST OLD SHAKOPEE ROAD MINNEAPOLIS, MN 55425			EVP & Secretary			
Signatures						
William E. McDonald, Attorney-in-fact	01/04	4/2006				

**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) 1-for-1
- (2) Immediately
- (3) Pursuant to the terms of Ceridian's Deferred Compensation Plan, the reporting person is not permitted to effect transfers out of the phantom stock account until termination of employment with Ceridian.
- (4) Shares of phantom stock are payable in Ceridian common stock following termination of the reporting person's employment with Ceridian.

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.