

NELSON GARY M
Form 4
June 05, 2006

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 GARY M

2. Issuer Name and Ticker or Trading Symbol
CERIDIAN CORP /DE/ [CEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CERIDIAN CORPORATION, 3311 EAST OLD SHAKOPEE ROAD

3. Date of Earliest Transaction (Month/Day/Year)
06/01/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Secretary

(Street)
MINNEAPOLIS, MN 55425

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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)	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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/01/2006	06/01/2006	M	75,000	A \$ 18.11	102,572	D
Common Stock	06/01/2006	06/01/2006	S	400	D \$ 24.42	102,172	D
Common Stock	06/01/2006	06/01/2006	S	400	D \$ 24.48	101,772	D
Common Stock	06/01/2006	06/01/2006	S	1,800	D \$ 24.53	99,972	D
Common Stock	06/01/2006	06/01/2006	S	200	D \$ 24.58	99,772	D

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Common Stock	06/01/2006	06/01/2006	S	1,300	D	\$ 24.59	98,472	D	
Common Stock	06/01/2006	06/01/2006	S	300	D	\$ 24.6	98,172	D	
Common Stock	06/01/2006	06/01/2006	S	4,400	D	\$ 24.62	93,772	D	
Common Stock	06/01/2006	06/01/2006	S	100	D	\$ 24.63	93,672	D	
Common Stock	06/01/2006	06/01/2006	S	100	D	\$ 24.64	93,572	D	
Common Stock	06/01/2006	06/01/2006	S	3,500	D	\$ 24.66	90,072	D	
Common Stock	06/01/2006	06/01/2006	S	6,100	D	\$ 24.67	83,972	D	
Common Stock	06/01/2006	06/01/2006	S	1,900	D	\$ 24.68	82,072	D	
Common Stock	06/01/2006	06/01/2006	S	100	D	\$ 24.69	81,972	D	
Common Stock	06/01/2006	06/01/2006	S	20,800	D	\$ 24.7	61,172	D	
Common Stock	06/01/2006	06/01/2006	S	18,800	D	\$ 24.71	42,372	D	
Common Stock	06/01/2006	06/01/2006	S	2,500	D	\$ 24.72	39,872	D	
Common Stock	06/01/2006	06/01/2006	S	4,700	D	\$ 24.73	35,172	D	
Common Stock	06/01/2006	06/01/2006	S	500	D	\$ 24.74	34,672	D	
Common Stock	06/01/2006	06/01/2006	S	3,700	D	\$ 24.75	30,972	D	
Common Stock	06/01/2006	06/01/2006	S	1,300	D	\$ 24.76	29,672	D	
Common Stock	06/01/2006	06/01/2006	S	600	D	\$ 24.77	29,072	D	
Common Stock	06/01/2006	06/01/2006	S	1,300	D	\$ 24.78	27,772	D	
Common Stock	06/01/2006	06/01/2006	S	200	D	\$ 24.79	27,572	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.

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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 Securities (Instr. 3 and 4)
Common Stock	\$ 18.11	06/01/2006	06/01/2006	M	75,000	01/29/2005 ⁽¹⁾ 01/29/2007	Common Stock 75,000

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

Gary M. Nelson 06/05/2006

**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) Option was fully vested on this date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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