CERIDIAN CORP/DE/

Form 4

November 09, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

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

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Shea Michael F

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Instr. 3)

(Middle)

CERIDIAN CORP /DE/ [CEN]

(Check all applicable)

EVP of Quality and Service Ops

(First)

(Street)

(State)

3. Date of Earliest Transaction

(Month/Day/Year)

11/09/2007

Director 10% Owner X_ Officer (give title Other (specify

below)

below)

CERIDIAN CORPORATION, 3311 E. OLD SHAKOPEE ROAD

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

> > (Instr. 8)

Applicable Line) _X_ Form filed by One Reporting Person

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

MINNEAPOLIS, MN 55425

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and Expiration

(Month/Day/Year)

7. Title and Amo Underlying Secu (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | or D (D) | uired (A) risposed of ex. 3, 4, 5) | | | | |
|--------------------------------------------------|------------------------------------|------------|------------------|------------|-------------|---------------------------------------------|------------------|-----------------|-----------------|------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | An or Nu of S |
| Employee Stock Option (Right to Buy) | \$ 29.44 | 11/09/2007 | | D | | 32,110 | 01/29/2010(2) | 01/29/2012(2) | Common Stock | 32 |
| Restricted Stock Units | (1) | 11/09/2007 | | D | | 15,705 | <u>(3)</u> | <u>(3)</u> | Common Stock | 15 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Shea Michael F CERIDIAN CORPORATION 3311 E. OLD SHAKOPEE ROAD MINNEAPOLIS, MN 55425

EVP of Quality and Service Ops

Signatures

/s/ William E. McDonald, Attorney-in-fact

11/09/2007

Date

**Signature of Reporting Person

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) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
 - Pursuant to the Agreement and Plan of Merger dated as of May 30, 2007, and amended as of July 30, 2007, by and among the Issuer, Foundation Holdings, Inc. and Foundation Merger Sub, Inc., a wholly owned subsidiary of Foundation Holdings, Inc. (the "Merger Agreement"), on November 9, 2007, immediately upon the effectiveness of the merger of Foundation Merger Sub, Inc. with and into the
- (2) Issuer (the "Merger"), each outstanding stock option to acquire Issuer's common stock, whether vested or not vested, that remained outstanding as of the effective time of the Merger was cancelled and converted into the right to receive a cash payment equal to the number of shares of Issuer's common stock underlying the option multiplied by the amount (if any) by which \$36.00 exceeds the applicable exercise price of the option, less any applicable withholding taxes.
- Pursuant to the Merger Agreement, immediately upon the effectiveness of the Merger, each outstanding restricted stock unit held by the (3) Reporting Person was cancelled and converted into the right to receive \$36.00 per unit, without interest, and less any applicable withholding taxes.

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.

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