

CERIDIAN CORP /DE/  
Form 4  
January 31, 2007

**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 \*  
Shea Michael F

(Last) (First) (Middle)

CERIDIAN CORPORATION, 3311  
E. OLD SHAKOPEE ROAD

(Street)

MINNEAPOLIS, MN 55425

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/29/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

EVP of Quality and Service Ops

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 29.44	01/29/2007	A	32,110					(1)	01/29/2012	Common Stock	32,110
Restricted Stock Units	(2)	01/29/2007	A	5,705					(3)	(3)	Common Stock	5,705
Restricted Stock Units	(2)	01/29/2007	A	10,000					(4)	(4)	Common Stock	10,000

## 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/ Michael F.  
Shea 01/31/2007  
 \*\*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) Grant of option to purchase shares of common stock under the Ceridian Corporation 2004 Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). This award vests 10,704 shares on January 29, 2008, 10,703 shares on January 29, 2009 and 10,703 shares on January 29, 2010.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Ceridian Corporation's common stock.
  - (3) Grant of restricted stock units under the Ceridian Corporation 2004 Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). These units vest 1,902 shares on January 29, 2008, 1,902 shares on January 29, 2008 and 1,901 shares on January 29, 2010.
  - (4) Grant of restricted stock units under the Ceridian Corporation 2004 Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). These units vest 3,334 shares on January 29, 2008, 3,333 shares on January 29, 2009 and 3,333 shares on January 29, 2010.

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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