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 APPROVAL OMB

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obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **Burns James**

2. Issuer Name and Ticker or Trading Symbol

CERIDIAN CORP /DE/ [CEN]

5. Relationship of Reporting Person(s) to Issuer

Director

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

10% Owner X_ Officer (give title Other (specify

CERIDIAN CANADA LTD., 675 COCHRANE DRIVE, NORTH **TOWER**

4. If Amendment, Date Original

(Month/Day/Year)

11/09/2007

EVP & Pres., Ceridian Int'l

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

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MARKHAM, ONTARIO, A6 L3R 0B8

> (City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Common Stock

11/09/2007

Code V Amount (D) Price 4,982 D D (1)

\$ 36 0

D

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

(Month/Day/Year)

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SEC 1474 (9-02)

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

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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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of S
Employee Stock Option (Right to Buy)	\$ 18.16	11/09/2007		D	44,300	02/24/2008(3)	02/24/2010(3)	Common Stock	44
Employee Stock Option (Right to Buy)	\$ 25.81	11/09/2007		D	12,886	02/17/2009(3)	02/17/2011(3)	Common Stock	12
Employee Stock Option (Right to Buy)	\$ 34.37	11/09/2007		D	43,900	04/26/2010(3)	04/26/2012(3)	Common Stock	43
Restricted Stock Units	(2)	11/09/2007		D	2,150	<u>(4)</u>	<u>(4)</u>	Common Stock	2,
Restricted Stock Units	<u>(2)</u>	11/09/2007		D	6,620	<u>(4)</u>	<u>(4)</u>	Common Stock	6,

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
Burns James			EVP &		
CERIDIAN CANADA LTD.					
675 COCHRANE DRIVE, NORTH TOWER			Pres.,		
MARKHAM, ONTARIO, A6 L3R 0B8			Ceridian Int'l		

Signatures

/s/ William E. McDonald, Attorney-in-fact, pursuant to a power of attorney previously filed	11/09/2007
with the SEC	11/09/2007

**Signature of Reporting Person Date

Reporting Owners 2

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).
 - 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")
- (1) Agreement"), on November 9, 2007, immediately upon the effectiveness of the merger of Foundation Merger Sub, Inc. with and into the Issuer (the "Merger"), the 4,982 shares of Issuer's common stock were cancelled and converted into the right to receive \$36.00 in cash, without interest, and less any applicable withholding taxes.
- (2) Each restricted stock unit represents a contingent right to receive one share of Issuer's common stock.
- Pursuant to the Merger Agreement, 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 (4) 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.