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CENDANT CORP Form 5 February 07, 2003

Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

[] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See instructions 1(b). [] Form 3 Holdings Reported

[] Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES BENEFICIAL OWNERSHIP

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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

		·	2. Issuer Name and Ticker or Trading Symbol Cendant Corporation (CD)						6. Relationship of Reporting Person(s) t Issuer		
(Last) 9 West 57th Stre	I F F	dentificatior Number of Reporting Person, if ar entity	Month/Y	4. Statement for Month/Year12/31/2002			(Check all applicable) Director 10% Owner _X_ Officer (give title below) Other (specify below) Chief Financial Officer				
New York, NY 10				5. If Amendment, Date of Original (Month/Year)			 7. Individual or Joint/Group Filing (Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person 				
(City)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Owned						sposed of, or B	eneficially		
Title of Security str. 3)	2. Transaction Date (Month/ Day/	Execution Date, if any (Month/	Transaction (Code E		(A) or Disposed	A) or S Disposed of (D) B Instr. 3, 4 and 5) C		Secu Bene Own	rities ficially ed at end	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
	, , , , ,		Code	V	Amount	Amount or Price Fisc		Fisca	al Year	(Instr. 4)	(Instr. 4)
	Sheehan, Kevin (Last) 9 West 57th Stree New York, NY 10 (City) Title of Security	Sheehan, Kevin M. (Last) (First) (M 9 West 57th Street, 37th Floor (Street) New York, NY 10019 (City) (State) Title of Security str. 3) 2. Transaction Date (Month/	Sheehan, Kevin M. C (Last) (First) (Middle) 9 West 57th Street, 37th Floor F (Street) (Street) New York, NY 10019 (City) (City) (State) (Zip) Title of Security str. 3) 2. Transaction Date (Month/ Day/ 2A. Deemed Execution Date, if any (Month/ Day/	Sheehan, Kevin M. Cendant Co (Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if ar entity (voluntary) 9 West 57th Street, 37th Floor (Street) Reporting Person, if ar entity (voluntary) (Street) (Street) Table I - Vew York, NY 10019 2. Transaction Date (Month/ Day/ Year) 24. Deemed Execution Date, if any (Month/ Day/ Year) 3. Transacti Code (Instr. 8)	Sheehan, Kevin M. Cendant Corpor (Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 9 West 57th Street, 37th Floor (Street) Reporting Person, if an entity (voluntary) (Street) (Street) Table I - Non Vew York, NY 10019 2. Transaction Date (Month/ Day/ Year) 3. Transaction Code (Instr. 8)	Sheehan, Kevin M. Cendant Corporation (CD) (Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. State Month/Y 9 West 57th Street, 37th Floor 5. If Amenory 12/31/20 (Street) 5. If Amenory 5. If Amenory (Street) 5. If Amenory 5. If Amenory (City) (State) (Zip) Table I - Non-Derivative Title of Security str. 3) 2. Transaction Date (Month/ Day/ Year) 2A. Deemed Execution Date, if any (Month/ Day/ Year) 3. Transaction Code (Instr. 8) 4. Securitie (A) or Disposed of (Instr. 3, 4)	Sheehan, Kevin M. Cendant Corporation (CD) (Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year 9 West 57th Street, 37th Floor Statement for Reporting 12/31/2002 (Street) 5. If Amendment Original (Month/ Day/ Year) 5. If Amendment Original (Month/ Day/ Year) 12/31/2002 12/31/2002	Sheehan, Kevin M. Cendant Corporation (CD) (Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year 9 West 57th Street, 37th Floor Street) 5. If Amendment, Date Original (Month/Year) (Street) 5. If Amendment, Date Original (Month/Year) New York, NY 10019 Table I - Non-Derivative Securities (A) or Date (Month/ Day/ Year) 2. Transaction (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)	Sheehan, Kevin M. Cendant Corporation (CD) (Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year 9 West 57th Street, 37th Floor Reporting Reporting Person, if an entity (voluntary) 4. Statement for Month/Year (Street) 5. If Amendment, Date of Original (Month/Year) (Street) 5. If Amendment, Date of Original (Month/Year) (City) (State) (Zip) Title of Security str. 3) 2. Transaction Date (Month/ Day/ Year) 3. ZA. Deemed Execution Date, if any (Month/ Day/ Year) 3. Za. Deemed Execution Date, if any (Month/ Day/ Year) 3. Za. Za. Deemed Str. 3) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 5. An Secu Bere Owner	Sheehan, Kevin M. Cendant Corporation (CD) Issuer (Last) (First) (Middle) 3. I.R.S. 4. Statement for Month/Year Direct Owner 9 West 57th Street, 37th Floor Issuer 4. Statement for Month/Year Month/Year X_Offici- (specify b (Street) (Street) 5. If Amendment, Date of Original (Month/Year) 7. Individu (C (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Dis Owned 5. Amount of Securities Acquired, Dis Owned Title of Security str. 3) 2. Transaction Date (Month/ Day/ Year) 3. Code 4. Securities Acquired (Instr. 3, 4 and 5) 5. Amount of Securities Securities 3 and 4) Owned	Sheehan, Kevin M. Cendant Corporation (CD) Issuer Check all applic (Check all applic Director 9 West 57th Street, 37th Floor 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Year Month/Year

* If the form is filed by more than one reporting person, see Potential persons who are to respond to the collection of (Over) information contained in this form are not required to respond SEC 2270 instruction 4(b)(v). (9-02) unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned FORM 5 (continued) (e.g., puts, calls, warrants, options, convertible securities)

'e	2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transa Code (Instr. 8	3)	5. Number of Derivative Securities Acquired or Dispos of(D) (Instr. 3, 4 and 5)	e (A) ed	6. Date Exercisabl and Expiration I (Month/Day/Yea	Date	7. Title and Amo Underlying Se (Instr. 3 and 4	ecurities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11 Na Inc Be Ov (In
				Code	V	(A)	(D)			Title					

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				Date Exercisable	Expiration Date		Amount or Number of Shares				
\$19.05	01/22/2002	А	300,000	01/22/2003 (1)	01/22/2012	Common Stock (series designated CD stock)	300,000	\$0	300,000	D	
\$18.68	04/17/2002	А	100,000	04/17/2003 (2)	04/17/2012	Common Stock (series designated CD stock)	100,000	\$0	100,000	D	

Explanation of Responses:

Note 1: 100,000 exercisable on 1/22/03; 100,000 on 1/22/04 and 100,000 on 1/22/05.

Note 2: 33,333 exercisable on 4/17/03; 33,333 on 4/17/04 and 33,334 on 4/17/05.

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	/s/ Lynn A. Feldman	02/07/2003	
		**Signature of Reporting Person By: Lynn A. Feldman, Attorney-in-fact on behalf Kevin M. Sheehan	Date	

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 Page 2 the form displays a currently valid OMB Number.