

CERIDIAN CORP /DE/  
Form 4  
November 03, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**KROW GARY A**

(Last) (First) (Middle)

**C/O COMDATA NETWORK,  
INC.,, 5301 MARYLAND WAY**

(Street)

**BRENTWOOD, TN 37027**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**11/01/2005**

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)  
**Executive Vice President**

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 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)
			Code	V	Amount or Price (A) or (D)		
Common Stock	11/01/2005	11/01/2005	M		1,919 A \$ 13.71	84,496	D
Common Stock	11/01/2005	11/01/2005	S		200 D \$ 22.02	84,296	D
Common Stock	11/01/2005	11/01/2005	S		900 D \$ 22.01	83,396	D
Common Stock	11/01/2005	11/01/2005	S		819 D \$ 22	82,577	D
Common Stock	11/01/2005	11/01/2005	M		8,081 A \$ 13.83	90,658	D

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Common Stock	11/01/2005	11/01/2005	S	8,081	D	\$ 22	82,577	D	
Common Stock	11/02/2005	11/02/2005	M	61,380	A	\$ 13.71	143,957	D	
Common Stock	11/02/2005	11/02/2005	S	2,800	D	\$ 22.1	141,157	D	
Common Stock	11/02/2005	11/02/2005	S	500	D	\$ 22.09	140,657	D	
Common Stock	11/02/2005	11/02/2005	S	5,000	D	\$ 22.08	135,657	D	
Common Stock	11/02/2005	11/02/2005	S	400	D	\$ 22.07	135,257	D	
Common Stock	11/02/2005	11/02/2005	S	400	D	\$ 22.05	134,857	D	
Common Stock	11/02/2005	11/02/2005	S	5,300	D	\$ 22.01	129,557	D	
Common Stock	11/02/2005	11/02/2005	S	46,980	D	\$ 22.01	82,577	D	
Common Stock							11,125	I	401(k)

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

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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)

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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 13.71	11/01/2005	11/01/2005	M	1,919	01/31/2004 <sup>(1)</sup>	01/31/2006	Common Stock	1,919

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 13.83

11/01/2005

11/01/2005

M

8,081

01/15/1999<sup>(1)</sup>

01/15/2006

Common  
Stock

8,081

Employee  
Stock  
Option  
(Right to  
Buy)

\$ 13.71

11/02/2005

11/02/2005

M

61,380

01/31/2004<sup>(1)</sup>

01/31/2006

Common  
Stock

61,380

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KROW GARY A C/O COMDATA NETWORK, INC., 5301 MARYLAND WAY BRENTWOOD, TN 37027			Executive Vice President	

## Signatures

William E. McDonald,  
Attorney-in-fact

11/03/2005

\_\_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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