

CERIDIAN CORP /DE/

Form 4

November 03, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)

Executive Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	(A) or (D) Price			
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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(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 Underlying Securities (Instr. 3 and 4)			
				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 ⁽¹⁾	01/31/2006	Common Stock	1,919

Employee

Stock

Option	\$ 13.83	11/01/2005	11/01/2005	M	8,081	01/15/1999 ⁽¹⁾	01/15/2006	Common Stock	8,081
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(Right to Buy)

Employee

Stock

Option	\$ 13.71	11/02/2005	11/02/2005	M	61,380	01/31/2004 ⁽¹⁾	01/31/2006	Common Stock	61,380
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(Right to Buy)

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
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**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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