

CHRISTOPOUL THOMAS
Form 4
May 05, 2003

Form 4

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549**

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

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

**STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP**

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

| | | | | | | | | |
|---------------------------------------------------------------------------|---------|----------|-----------------------------------------------------------------------------------------|------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person* Christopoul, Thomas D. | | | 2. Issuer Name and Ticker or Trading Symbol Cendant Corporation (CD) | | | 6. Relationship of Reporting Person(s) to Issuer | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 05/01/2003 | | (Check all applicable) ___ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) ___ Other (specify below) Chief Administrative Officer | | |
| 1 Campus Drive | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | |
| (Street) | | | Parsippany, NJ 07054 | | | | | |
| (City) | (State) | (Zip) | 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 Transactions (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 (series designated CD stock) | 05/01/2003 | | M | | 22,000 | A | \$9.8125 | | D | |
| Common Stock (series designated CD stock) | 05/01/2003 | | S | | 22,000 | D | (1) | 38,931 | D | |
| Common Stock (series designated) | | | | | | | | 213.77 | I | Held by Cendant Corporation Employee |

| | | | | | | | | | | | | |
|-----------|--|--|--|--|--|--|--|--|--|--|--|--------------|
| CD stock) | | | | | | | | | | | | Savings Plan |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 * If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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 control number.

(Over)
 SEC 1474 (9-02)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Conversion or Exercise Price of Derivative Security | 2. 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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-----|--------|--------------------------------------------------------------------------------------|-----------------|----------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | | |
| \$9.8125 | 05/01/2003 | | M | | | 22,000 | | 10/14/1998 | 04/30/2007 | Common Stock (series designated CD stock) | 22,000 | \$0 | 54,155 | D | |
| | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | |
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| | | | | | | | | | | | | | | | |

Explanation of Responses:

(1) Mr. Christopoul exercised options to purchase 22,000 shares pursuant to a pre-established 10b5-1 plan and sold such shares at the following prices: 12,000 shares at \$14.34 and 10,000 shares at \$14.33.

** 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

 **Signature of Reporting Person
 Attorney-in-fact on behalf of Thomas D. Christopoul
 Date
 05/05/2003

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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