

CENDANT CORP
Form 4
December 06, 2004

FORM 4

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

OMB APPROVAL

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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 *
FORBES SCOTT E

(Last) (First) (Middle)

LANDMARK
HOUSE, HAMMERSMITH
BRIDGE ROAD

(Street)

LONDON, X0 W6 9EJ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CENDANT CORP [CD]

3. Date of Earliest Transaction
(Month/Day/Year)
12/02/2004

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)
Grp Managing Dir. EMEA

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 | (A) or (D) | Price |
| Common Stock (series designated CD stock) | 12/02/2004 | | M | | 115,116 | A | \$ 12.2656 |
| | | | | | 189,553 | D | |
| Common Stock (series designated CD stock) | 12/02/2004 | | M | | 136,977 | A | \$ 12.2656 |
| | | | | | 326,530 | D | |
| | 12/02/2004 | | M | | 250,000 | A | \$ 9.4125 |
| | | | | | 576,530 | D | |

Common
Stock
(series
designated
CD stock)

Common
Stock
(series
designated
CD stock)

12/02/2004

S

502,093

D

\$
23.0498

74,437

D

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

Persons who 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.

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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 of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (right to buy) | \$ 12.2656 | 12/02/2004 | | M | 115,116 | 10/14/1999 10/17/2007 | Common Stock (series designated CD stock) | 115,1 | |
| Stock Option (right to buy) | \$ 12.2656 | 12/02/2004 | | M | 136,977 | 10/14/1999 01/27/2008 | Common Stock (series designated CD stock) | 136,9 | |
| Stock Option (right to buy) | \$ 9.4125 | 12/02/2004 | | M | 250,000 | 01/03/2002 01/03/2011 | Common Stock (series designated CD stock) | 250,0 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FORBES SCOTT E LANDMARK HOUSE HAMMERSMITH BRIDGE ROAD LONDON, X0 W6 9EJ | | | Grp Managing Dir. EMEA | |

Signatures

| | |
|---|---------------------|
| Lynn A. Feldman by Power of Attorney for Scott E. Forbes | 12/06/2004 |
| <small>**Signature of Reporting Person</small> | <small>Date</small> |

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).

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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