CENDANT CORP Form 4

February 18, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

OMB APPROVAL

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Coughlin Linda C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

CENDANT CORP [CD]

(Check all applicable)

(First)

(Street)

3. Date of Earliest Transaction

(Month/Day/Year) 02/16/2005

Director 10% Owner X_ Officer (give title Other (specify

6. Individual or Joint/Group Filing(Check

below)

below) Chief Administrative Officer

ONE CAMPUS DRIVE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

PARSIPPANY, NJ 07054

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or

Disposed of (D)

(Instr. 3, 4 and 5)

Code V Amount (D) Price

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I)

(Instr. 4)

(A)

(Instr. 8)

Code

Following Reported Transaction(s)

(Instr. 3 and 4)

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and An Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Sec Securities Security or Exercise Code (Month/Day/Year) (Instr. 3 and 4) any

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance - Vesting Restricted Stock Units	\$ 0 (1)	02/16/2005		A		44,883		04/27/2006(2)	(3)	Common Stock (series designated CD stock)
Performance - Vesting Restricted Stock Options	\$ 22.28	02/16/2005		A		157,730		04/27/2006(2)	02/16/2015	Common Stock (series designated CD stock)

Reporting Owners

Reporting Owner Name / Address	Kelationships						
• 0	Director	10% Owner	Officer	Other			
Coughlin Linda C ONE CAMPUS DRIVE PARSIPPANY, NJ 07054			Chief Administrative Officer				

Signatures

Jean M. Sera, by Power of Attorney for Linda C.
Coughlin

02/17/2005

**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) Units convert to Common Stock (series designated CD stock) on a one-to-one basis upon vesting.
 - One-half of the aggregate number of units/options vest in four equal installments on each of April 27, 2006, April 27, 2007, April 27, 2008 and April 27, 2009, subject to the Company?s attainment of pre-established financial performance goals. An additional one-half of
- (2) the aggregate number of units/options vest on April 27, 2009, subject to the Company?s attainment of pre-established financial performance goals. Units/options which fail to vest in 2006, 2007 or 2008 may vest in later years subject to the Company?s attainment of multi-year cumulative pre-established financial performance goals.
- (3) Expiration date not applicable.

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 the form displays a currently valid OMB number.

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