

KROW GARY A  
Form 4  
April 01, 2003

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

( ) Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

Gary A. Krow  
c/o Comdata Network, Inc.

5301 Maryland Way  
TN, Brentwood 37027

## 2. Issuer Name and Ticker or Trading Symbol

Ceridian Corporation (CEN)

3. IRS or Social Security Number of Reporting Person (Voluntary)

169-44-6244

4. Statement for Month/Day/Year

3/31/2003

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

( ) Director ( ) 10% Owner (X) Officer (give title below) ( ) Other  
(specify below)

Executive Vice President, Ceridian Corporation & President, Comdata Network, Inc.

7. 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	2. Trans- action Date	2A. Exec- ution Date	3. Trans- action Code	4. Securities Acquired (A) or Disposed of (D) Amount D	5. Amount of Securities Beneficially Owned Following Reported Trans(s)
----------------------	-----------------------------	----------------------------	-----------------------------	---	--

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction	3A. Deemed Execution	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Percentage of Ownership
		(Month/Day/Year)	(Month/Day/Year)		Amount	A/Exercise Date	Title and Number of Shares	

Phantom Stock	1-for-1	3/31/ 2	3/31/	A		196.71	A	Immed	3	Common Stock	196.71	\$13
---------------	---------	---------	-------	---	--	--------	---	-------	---	--------------	--------	------

# Edgar Filing: KROW GARY A - Form 4

1		003	2003					. 2				
Phantom Stock	1-for-1	3/31/	2 3/31/	A		29.51	A	12/31 3		Common Stock	29.51	\$13
1		003	2003					/2005				
								2				

## Explanation of Responses:

1. Acquired pursuant to Ceridian's Deferred Compensation Plan in a transaction pursuant to Section 16b-3(d).

2. Pursuant to the terms of Ceridian's Deferred Compensation Plan, the reporting person is not permitted to effect transfers out of the phantom stock account until termination of employment with Ceridian.

3. Shares of phantom stock are payable in Ceridian common stock following termination of the reporting person's employment with Ceridian.

SIGNATURE OF REPORTING PERSON

Gary A. Krow

William E. McDonald, Attorney-in-fact