

CERIDIAN CORP /DE/  
Form 4  
December 18, 2006

**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 \*  
Cliburn Perry H

(Last) (First) (Middle)

CERIDIAN CORPORATION, 3311  
EAST OLD SHAKOPEE ROAD

(Street)

MINNEAPOLIS, MN 55425

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CERIDIAN CORP /DE/ [CEN]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2006

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)  
EVP & Chief Technology Officer

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 26.16	12/14/2006			A		52,706		(1)	12/14/2011	Common Stock	52,706
Restricted Stock Units	(2)	12/14/2006			A		9,365		(3)	(3)	Common Stock	9,365

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cliburn Perry H CERIDIAN CORPORATION 3311 EAST OLD SHAKOPEE ROAD MINNEAPOLIS, MN 55425			EVP & Chief Technology Officer	

## Signatures

/s/ William E. McDonald, Attorney-in-fact pursuant to power of attorney previously filed with the SEC 12/18/2006

\_\_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) Grant of option to purchase shares of common stock under the Ceridian Corporation 2004 Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). This award vests 17,569 shares on December 14, 2007, 17,569 shares on December 14, 2008 and 17,568 shares on December 14, 2009.
  - (2) Each restricted stock unit represents a contingent right to receive one share of Ceridian Corporation's common stock.
  - (3) Grant of restricted stock units under the Ceridian Corporation 2004 Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). These units vest 3,122 units on December 14, 2007, 3,122 on December 14, 2008 and 3,121 units on December 14, 2009.

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.