

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 1997  
COMMISSION FILE NO. 1-10308

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CENDANT CORPORATION  
(Exact name of Registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

06-0918165  
(I.R.S. Employer  
Identification Number)

6 SYLVAN WAY  
PARSIPPANY, NEW JERSEY  
(Address of principal executive office)

07054  
(Zip Code)

(973) 428-9700  
(Registrant's telephone number, including area code)

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SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS	NAME OF EACH EXCHANGE ON WHICH REGISTERED
Common Stock, Par Value \$.01	New York Stock Exchange
5 7/8% Senior Notes due 1998	New York Stock Exchange
4 3/4% Convertible Senior Notes due 2003	New York Stock Exchange
FELINE PRIDES(SM)	New York Stock Exchange
Income PRIDES(SM)	New York Stock Exchange
Growth PRIDES(SM)	New York Stock Exchange

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

The aggregate market value of the Common Stock issued and outstanding and held by nonaffiliates of the Registrant, based upon the closing price for the Common Stock on the New York Stock Exchange on March 20, 1998, was \$ 30,448,280,000. All executive officers and directors of the registrant have been deemed, solely for the purpose of the foregoing calculation, to be

"affiliates" of the registrant.

The number of shares outstanding of each of the Registrant's classes of common stock was 843,661,053 shares of Common Stock outstanding as at March 20, 1998.

#### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

CENDANT CORPORATION

By: /s/ James E. Buckman

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James E. Buckman  
Senior Executive Vice President  
and General Counsel  
Date: April 6, 1998

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, this amended report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
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/s/ Walter A. Forbes ----- (Walter A. Forbes)	Chairman of the Board	April 6, 1998
/s/ Henry R. Silverman ----- (Henry R. Silverman)	President, Chief Executive Officer and Director	April 6, 1998
----- (Michael P. Monaco)	Vice Chairman, Chief Financial Officer and Director (Principal Financial Officer)	April 6, 1998
/s/ Scott E. Forbes ----- (Scott E. Forbes)	Senior Vice President--Finance (Principal Accounting Officer)	April 6, 1998
/s/ Stephen P. Holmes ----- (Stephen P. Holmes)	Vice Chairman and Director	April 6, 1998
/s/ Robert D. Kunisch ----- (Robert D. Kunisch)	Vice Chairman and Director	April 6, 1998
/s/ Christopher K. McLeod ----- (Christopher K. McLeod)	Vice Chairman and Director	April 6, 1998
/s/ E. Kirk Shelton ----- (E. Kirk Shelton)	Vice Chairman and Director	April 6, 1998
/s/ Robert T. Tucker ----- (Robert T. Tucker)	Vice Chairman, Director, and Secretary	April 6, 1998
/s/ James E. Buckman ----- (James E. Buckman)	Senior Executive Vice President, General Counsel and Director	April 6, 1998
/s/ John D. Snodgrass ----- (John D. Snodgrass)	Director	April 6, 1998
----- (Bartlett Burnap)	Director	April 6, 1998

SIGNATURE	TITLE	DATE
----- (Leonard S. Coleman)	Director	April 6, 1998
/s/ T. Barnes Donnelley ----- (T. Barnes Donnelley)	Director	April 6, 1998
/s/ Martin L. Edelman ----- (Martin L. Edelman)	Director	April 6, 1998
----- (Frederick D. Green)	Director	April 6, 1998
/s/ Stephen A. Greyser ----- (Stephen A. Greyser)	Director	April 6, 1998
/s/ Dr. Carole G. Hankin ----- (Dr. Carole G. Hankin)	Director	April 6, 1998
----- (The Rt. Hon. Brian Mulroney, P.C., LL.D)	Director	April 6, 1998
/s/ Robert E. Nederlander ----- (Robert E. Nederlander)	Director	April 6, 1998
/s/ Burton C. Perfit ----- (Burton C. Perfit)	Director	April 6, 1998
----- (Anthony G. Petrello)	Director	April 6, 1998
/s/ Robert W. Pittman ----- (Robert W. Pittman)	Director	April 6, 1998
----- (E. John Rosenwald, Jr.)	Director	April 6, 1998
----- (Robert P. Rittereiser)	Director	April 6, 1998
/s/ Stanley M. Rumbough, Jr. ----- (Stanley M. Rumbough, Jr.)	Director	April 6, 1998
----- (Leonard Schutzman)	Director	April 6, 1998
----- (Robert F. Smith)	Director	April 6, 1998
Craig R. Stapleton ----- (Craig R. Stapleton)	Director	April 6, 1998

EXHIBIT NO.	DESCRIPTION
21	Subsidiaries of Registrant

CENDANT CORPORATION  
SIGNIFICANT SUBSIDIARIES

SUBSIDIARY	STATE OF INCORPORATION
Cendant Operations, Inc.	DE
HFS Car Rental Holdings, Inc.	DE
Cendant Car Rental, Inc.	DE
Wizard Co. Inc.	DE
PHH Corporation	MD
Cendant Mobility Services Corp.	DE
Cendant Mortgage Corporation	NJ
PHH Vehicle Management Services Corporation	MD
RCI General Holdco 1, Inc.	DE
RCI General Holdco 2, Inc.	DE
Resort Condominiums International, LLC	DE
RCI Holdings One, Inc.	DE
TM Acquisition Corp.	DE
Ideon Group, Inc.	DE
FISI*Madison Financial Corporation	TN
Benefit Consultants, Inc.	DE
Entertainment Publications, Inc.	MI
Cendant Membership Services, Inc. (includes Comp-U-Card div.)	DE
Hebdo Mag Inc.	Canada
Cendant Software Corporation	DE
Benefit Consultants Membership Inc.	DE
Sierra On-Line, Inc.	DE
Davidson & Associates, Inc.	CA
Advance Ross Corporation	DE
Getko Group, Inc.	NY