

UNITED STATES
SECURITIES AND
EXCHANGE
COMMISSION -----

----- FORM
4 WASHINGTON,
D.C. 20549 OMB
APPROVAL - -----

----- / / CHECK
THIS BOX IF NO
STATEMENT OF
CHANGES IN
BENEFICIAL
OWNERSHIP OMB
NUMBER: 3235-
0287 LONGER
SUBJECT TO
EXPIRES:
JANUARY 31,
2005 SECTION
16. FORM 4 OR
Filed pursuant
to Section
16(a) of the
Securities
Exchange Act of
1934, ESTIMATED
AVERAGE BURDEN
FORM 5

OBLIGATIONS MAY
Section 17(a)
of the Public
Utility Holding
Company Act of
1935 or HOURS
PER RESPONSE
.... 0.5
CONTINUE. SEE
Section 30(h)
of the
Investment
Company Act of
1940 -----

INSTRUCTION
1(b). (Print or
Type Responses)

1. Name and
Address of
Reporting
Person* 2.
Issuer Name AND
Ticker or
Trading Symbol
6. Relationship
of Reporting
Person(s) to
Issuer (Check
all applicable)
X Director 10%
Owner Smith,
Robert F.
Cendant
Corporation
(CD) -----

Trans- 4.
Securities
Acquired (A) 5.
Amount of 6.
Owner- 7.
Nature Security
action
Execution
action or
Disposed of (D)
Securities ship
of In- (Instr.
3) Date Date,
Code (Instr. 3,
4 and 5)
Beneficially
Form: direct if
any (Instr. 8)
Owned Follow-
Direct Bene-
(Month/ (Month/
ing Reported
(D) or ficial
Day/ Day/ -----

Transaction(s)
Indirect Owner-
Year) Year) (A)
or (Instr. 3
(I) ship Code V
Amount (D)
Price(1) and 4)
(Instr. 4)
(Instr. 4) - --

Common Stock
1/10/2003 A
1,166 A \$10.714
9,950 I Dirs.
NQ Def. (series
desig- Comp.
Plan nated CD
stock) - -----

----- Common
Stock 126,000 I
R.F. Smith
(series desig-
Sr. IRA nated
CD stock) - ---

Common Stock
50,000 I Smith
Family (series
desig-
Foundation

