

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
ANNUAL STATEMENT OF
CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB NUMBER: 3235-0362
EXPIRES:
DECEMBER 31, 2001
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ... 1.0

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Silverman	Henry	R.
(Last)	(First)	(Middle)

c/o Cendant Corporation
9 West 57th Street, 37th Floor

(Street)

New York	New York	10019
(City)	(State)	(Zip)

2. Issuer Name and Ticker or Trading Symbol

Cendant Corporation ("CD")

3. IRS or Social Security Number of Reporting Person, if an entity(Voluntary)

4. Statement of Month/Year

12/31/2000

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

2/13/2001

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

- Director
 - 10% Owner
 - Officer (give title below)
 - Other (specify title below)
- Chairman of the Board, President and CEO

7. Individual, or Joint/Group Filing (Check Applicable Line)

- 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)

Common Stock (series designated CD stock)

2. Transaction Date (Month/Day/Year)

06/15/00(1) / 06/15/00(2)

3. Transaction Code (Instr. 8)

M4(1) / M4(2)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

2,674,170	Acquired	\$1.54(1)
2,674,170	Acquired	\$1.68(2)
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Amount	(A)or(D)	Price

5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)

6,848,415

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)

Direct(1) / Direct(2)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES)

1. Title of Derivative Security (Instr. 3)

Stock Option (right to buy)

2. Conversion or Exercise Price of Derivative Security

\$1.54(1)
 \$1.68(2)
 \$22.10(3)

3. Transaction Date (Month/Day/Year)

06/15/00(1)
 06/15/00(2)
 01/13/00(3)

4. Transaction Code (Instr. 8)

M4(1) / M4(2) / A(3)

5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

2,674,170/Disposed(1)
 2,674,170/Disposed(2)
 3,000,000/Acquired(3)

6. Date Exercisable and Expiration Date (Month/Day/Year)

12/17/97(exercisable) and 12/31/01(expiration)(1)
 12/17/97(exercisable) and 12/31/01(expiration)(2)
 01/13/00(exercisable) and 01/13/10(expiration)(3)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

Common Stock (series designated CD stock)/2,674,170 shares(1)
 Common Stock (series designated CD stock)/2,674,170 shares(2)
 Common Stock (series designated CD stock)/3,000,000 shares(3)

8. Price of Derivative Securities (Instr. 5)

\$0 (1)(2)(3)

9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)

0(1)
 0(2)
 3,000,000(3)

10. Ownership Form of Derivative Security: Direct(D) or Indirect(I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

EXPLANATION OF RESPONSES:

/s/ Lynn Feldman

February 14, 2001

** SIGNATURE OF REPORTING PERSON

DATE

By: Lynn Feldman, Attorney-in-fact

Silverman, Henry R.
9 West 57th Street
37th Floor
New York, New York 10119
Cendant Corporation (CD)

** INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL
CRIMINAL VIOLATIONS. SEE 18 U.S.C. 1001 AND 15 U.S.C. 78ff(a).

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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