

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13E-4

ISSUER TENDER OFFER STATEMENT  
(PURSUANT TO SECTION 13(e)(1) OF THE SECURITIES EXCHANGE  
ACT OF 1934)  
(FINAL AMENDMENT)

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CENDANT CORPORATION  
(Name of Issuer)

CENDANT STOCK CORPORATION  
(Name of Person(s) Filing Statement)

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Common Stock, par value \$.01 per share  
(Title of Class of Securities)

151313 10 3  
(CUSIP Number of Class of Securities)

James E. Buckman  
Cendant Stock Corporation  
9 West 57th Street  
New York, NY 10019  
(212) 413-1800

(Name, Address and Telephone Number of Person Authorized to Receive  
Notices and Communications on Behalf of the Person(s) Filing Statement)

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June 16, 1999  
(Date Tender Offer First Published, Sent or Given to Security Holders)  
CALCULATION OF FILING FEE

TRANSACTION VALUATION*	AMOUNT OF FILING FEE
\$1,125,000,000	\$225,000

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\* Calculated solely for purposes of determining the filing fee in accordance with Section 13 (e)(3) of the Securities Exchange Act of 1934, as amended, and Rule 0-11 thereunder. This amount assumes the purchase of 50,000,000 shares of Cendant Corporation common stock, par value \$.01 per share, at the maximum tender offer price per share of \$22.50.

[X] Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$225,000 Filing Party: Cendant Stock Corporation  
Form of Registration No.: Schedule 13E-4 Date File: June 16, 1999

This Final Amendment amends the Issuer Tender Offer Statement on Schedule 13E-4 initially filed on June 16, 1999 (as amended, the "Statement"), relating to the tender offer by Cendant Stock Corporation

("Purchaser"), a Delaware corporation and a wholly owned subsidiary of Cendant Corporation ("Cendant"), to purchase up to 50,000,000 shares of Cendant common stock, par value \$.01 per share (the "Shares"), at prices, net to the seller in cash, not greater than \$19.75 nor less than \$22.50 per Share, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated June 16, 1999 and the related Letter of Transmittal (which, as they may be amended from time to time, are herein collectively referred to as the "Offer").

ITEM 1. SECURITY AND ISSUER.

(b) The Offer expired on July 15, 1999 at 12:00 midnight, New York City time. In accordance with the final results of the Offer, Purchaser will purchase 50,002,845 Shares validly tendered at a price of \$22.25 per Share. The final proration factor for the Offer is 90.0126%. All holders of fewer than 100 Shares who validly tendered at a price of \$22.25 per Share or less will not be subject to proration. In addition to the 50 million Shares subject to the Offer, Purchaser has also elected to purchase an additional 2,845 Shares validly tendered by holders at or below \$22.25 per Share which, as a result of proration, resulted in such holders owning fewer than 100 Shares.

ITEM 8. ADDITIONAL INFORMATION.

Item 8(e) is hereby amended and supplemented by incorporation by reference herein of the information set forth above under Item 1.

ITEM 9. MATERIAL TO BE FILED AS EXHIBITS.

Item 9 is hereby amended and supplemented by the addition of the following exhibits thereto:

- (a)(17) Press release of Cendant, dated July 21, 1999, announcing the final results for the Offer.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CENDANT STOCK CORPORATION

By: /s/ James E. Buckman

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Name: James E. Buckman  
Title: Executive Vice President

Dated: July 21, 1999

INDEX TO EXHIBITS

ITEM	DESCRIPTION
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| (a)(17) | Press release of Cendant, dated July 21, 1999, announcing the final results for the Offer. |
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CENDANT CORPORATION ANNOUNCES FINAL RESULTS OF ITS  
DUTCH AUCTION SELF-TENDER OFFER

NEW YORK, NY, JULY 21, 1999--Cendant Corporation (NYSE: CD) today announced that, in accordance with the final results of its Dutch Auction self-tender offer which expired on July 15, 1999 at 12:00 midnight, New York City time, the Company will purchase 50 million shares validly tendered at a price of \$22.25 per share. The final proration factor for the tender offer is 90.0126%. All holders of fewer than 100 shares who validly tendered at a price of \$22.25 per share or less will not be subject to proration. The Company has also elected to purchase an additional 2,850 shares validly tendered by holders at or below \$22.25 per share which, as a result of proration, resulted in such holders owning fewer than 100 shares. The Company had announced the preliminary results of the offer on July 16, 1999.

The final count by the depository for the offer indicated that approximately 55.5 million shares were tendered (including approximately 145,000 shares in odd lots) and not withdrawn at prices of \$22.25 per share or lower. The depository for the offer will promptly issue payment for the shares accepted under the offer and return all shares tendered in excess of this price and shares not accepted because of proration. The shares purchased represent about 7% of the approximately 768 million shares outstanding immediately prior to the offer.

Including shares repurchased by way of the Dutch Auction self-tender offer, the Company's previously announced and completed share repurchase programs and the 7.1 million shares returned to the Company in connection with the sale of Hebdo Mag International, Cendant has repurchased approximately 141 million shares. In aggregate, Cendant's share repurchase programs have risen to approximately \$2.9 billion. Cendant expects to continue to use excess financial resources, including cash flow from operations and proceeds from asset sales, to repurchase shares and retire debt. The Company's stated objective is to maintain a target debt to total capital ratio of 40% or less.

Statements about future results made in this release may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations and the current economic environment. The Company cautions that these statements are not guarantees of future performance. They involve a number of risks and uncertainties that are difficult to predict. Actual results could differ materially from those expressed or implied in the forward-looking statements. Important assumptions and other important factors that could cause actual results to differ materially from those in the forward-looking statements are specified in the Company's Form 10-K/A for the year ended December 31, 1998, including the resolution of the pending class action litigation and the Company's ability to implement its plan to divest non-strategic assets.

Cendant Corporation is a global provider of consumer and business services. The Company's core competencies include building franchise systems, providing outsourcing solutions and direct marketing. As a franchisor, Cendant is among the world's leading franchisors of hotels, rental car agencies, tax preparation services and real estate brokerage offices. The real estate segment also includes Welcome Wagon/GETKO and the Company's soon-to-be-created residential real estate services portal on the Internet. As a provider of outsourcing solutions, Cendant is the world's largest vacation exchange service, a major provider of mortgage services to consumers and the global leader in employee relocation. In direct marketing, Cendant provides access to insurance, travel, shopping, auto, and other services primarily to customers of its affinity partners. Other business units include NCP, the UK's largest private car park operator, and Wizcom, an information technology services provider. Headquartered in New York, NY, the Company has more than 30,000 employees and operates in over 100 countries.

More information about Cendant, its companies, brands and current SEC filings may be obtained by visiting the Company's Web site at [www.cendant.com](http://www.cendant.com) or by calling 877-4INFO-CD (877-446-3623).

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