SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

01 000		the investment company Act of 10	740			
2. Date of Event Requiring Statement (Month/Day/Year) 07/31/2006		3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CENDANT CORP</u> [ CD ]				
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)         Director       10% Owner         V       Officer (give title       Other (specify			<ul> <li>5. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Check</li> </ul>	
		below)	below) ng Officer	·	X Form filed b	y One Reporting Person y More than One erson
Table I - No	n-Derivat	ive Securities Beneficiall	y Owned			
1. Title of Security (Instr. 4)			Form: Direc	rect (D) (Instr. 5)		
		10,086	D			
				5)		
2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		or Exercis	e Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Direct (D) or Indirect (I) (Instr. 5)	
09/27/1999	09/27/2009	Common Stock (series designated CD stock)	156,373	17.2064	D	
01/13/2000	01/13/2010	Common Stock (series designated CD stock)	78,186	21.1993	D	
01/03/2001	01/03/2011	Common Stock (series designated CD stock)	14,334	9.0289	D	
01/22/2002	01/22/2012	Common Stock (series designated CD stock)	75,059	18.2736	D	
08/01/2007 <sup>(2)</sup>	(6)	Common Stock (series designated CD stock)	245,902	0(1)	D	
08/15/2006 <sup>(3)</sup>	(6)	Common Stock (series designated CD stock)	4,321	0(1)	D	
08/15/2006 <sup>(3)</sup>	(6)	Common Stock (series designated CD stock)	8,497(4)	0(1)	D	
08/15/2006 <sup>(3)</sup>	(6)	Common Stock (series designated CD stock)	16,226 <sup>(5)</sup>	0(1)	D	
	2. Date of Even Requiring State Month/Day/Yea D7/31/2006 <b>Fable I - No</b> <b>Fable II - No</b> <b>Gable II - No</b> <b>Cable II - No</b> <b>Cabl</b>	2. Date of Event Requiring Statement Month/Day/Year)       Image: Construct of the state of the	2. Date of Event Requiring Statement Montt/Day/Year)       3. Issuer Name and Ticker or Trad CENDANT CORP [ CI 2. Relationship of Reporting Perso (Check all applicable) Director X         5. Area construction of the porting Perso (Check all applicable) Director X       4. Relationship of Reporting Perso (Check all applicable) Director X         6. Fable I - Non-Derivative Securities Beneficially SVP, Chief Accounti         7. Table II - Derivative Securities Beneficially G., puts, calls, warrats, options, convertible         2. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Security Underlying Derivative Security Security         Date Expiration Date (Month/Day/Year)       3. Title and Amount of Security Underlying Derivative Security         09/27/1999       09/27/2009         Common Stock (series designated CD stock)         01/03/2001       01/03/2011         01/03/2001       01/03/2012         01/22/2002       01/22/2012         08/01/2007 <sup>(2)</sup> (6)         08/15/2006 <sup>(3)</sup> (6)         08/15/2006 <sup>(3)</sup> (6)         08/15/2006 <sup>(3)</sup> (6)	2. Date of Event Requiring Statement Month/Day/Year)       3. Issuer Name and Ticker or Trading Symbol CENDANT CORP [ CD ]         4. Relationship of Reporting Person(s) to Issuer (Check all applicable)       10% Owne (Check all applicable)         5. Josed Person(s)       10% Owne (Check all applicable)         5. VP, Chief Accounting Officer       10% Owne (Instr. 4)         6. Amount of Securities Beneficially Owned (Instr. 4)       3. Ownershi Form: Director or Indirect (Instr. 5)         7. Table II - Derivative Securities Beneficially Owned g., puts, calls, warrants, options, convertible securities Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Securities (Instr. 4)         Date Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Securities Underlying Derivative Securities Underlying Derivative Securities (Instr. 4)         Date Expiration Date (Month/Day/Year)       Common Stock (series designated CD stock)       16,373         01/13/2000       01/13/2010       Common Stock (series designated CD stock)       14,334         01/22/2002       01/22/2012       Common Stock (series designated CD stock)       245,902         08/01/2007 <sup>(2)</sup> (6)       Common Stock (series designated CD stock)       4,321         08/01/2006 <sup>(3)</sup> (6)       Common Stock (series designated CD stock)       4,321         08/15/2006 <sup>(3)</sup>	2. Date of Event Requing Statement Month/Day/Year) D7/31/2006       3. Issuer Name and Ticker or Trading Symbol CENDANT CORP [ CD ]         3. Month/Day/Year) D7/31/2006       4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director       10% Owner Uther (specify below) SVP, Chief Accounting Officer       5. I. (Mr.         Table I - Non-Derivative Securities Beneficially Owned (Instr. 5)       3. Ownership Form: Direct (D) or Indirect (0) (Instr. 5)       4. N.         Table II - Derivative Securities Beneficially Owned (Instr. 5)       3. Ownership Form: Direct (D) (Instr. 5)       4. N.         Table II - Derivative Securities Beneficially Owned (Instr. 5)       3. Ownership Form: Direct (0) (Instr. 5)       4. N.         Common Stock (series designated CD stock)       10,086       D       4. N.         Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)       4. Oroversio or Exercise Price of Derived To Security         01/13/2000       01/13/2010       Common Stock (series designated CD stock)       156,373       17.2064         01/03/2011       Common Stock (series designated CD stock)       78,186       21.1993         01/03/2001       01/03/201       Common Stock (series designated CD stock)       75,059       18.2736         08/01/2007 <sup>(2)</sup> (%       Common Stock (series designated CD stock)	Requiring Statement, Month/Day/Year)       CENDANT CORP [ CD ]         4. Relationship of Reporting Person(s) to Issuer (Check all applicable)       10% Owner         Director       10% Owner         X       Officer (give title)         Director (Check all applicable)       Other (specie)         SVP, Chief Accounting Officer       6. Individual or Join Applicable Line)         X       Officer (give title)       Other (specie)         SVP, Chief Accounting Officer       6. Individual or Join Applicable Line)         Table I - Non-Derivative Securities Beneficially Owned (instr. 4)       8. Ownership Form Eited (nistr. 5)         Table II - Derivative Securities Beneficially Owned (instr. 5)       4. Nature of Indirect (instr. 5)         Z. Date Exercisable and Expiration Date (Month/Day/Year)       3. Title and Amount of Securities Securities       5. Ownership Form Site 4         Date Exercisable and Expiration Date (Month/Day/Year)       101/dorlying Derivative Security (Instr. 4)       4. Conversion or Exercise for the price of Direct (D) or Indirect (D) or Indi

Explanation of Responses:

1. Units convert to Common Stock (series designated CD stock) on a one-to-one basis upon vesting.

2. Original grant vests in four equal installments on May 2, 2007, 2008, 2009 and 2010.

3. In connection with Cendant Corporation's Separation Plan, vesting will be accelerated to August 15, 2006.

4. 11,328 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, were terminated as disclosed in Cendant?s Current Reports on Form 8-K dated March 27, 2006 and October 27, 2005.

5. 16,225 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, were terminated as disclosed in Cendant?s Current Reports on Form 8-K dated March 27, 2006 and October 27, 2005.

6. Expiration date not applicable.

**Remarks:** 

Jean M. Sera, by Power of Attorney for John McClain

08/02/2006

\*\* Signature of Reporting Person

Date

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

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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