

HOLMES STEPHEN P

Form 4

August 21, 2006

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLMES STEPHEN P

(Last) (First) (Middle)

ONE CAMPUS DRIVE

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CENDANT CORP [CD]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. 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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (series designated CD stock)	08/15/2006		M ⁽¹⁾	91,980 A \$ 0	182,606	I	Held by NQ Deferred Compensation Plan (Deferred LTIP Shares)
Common Stock (series designated CD stock)	08/15/2006		F ⁽²⁾	1,335 D \$ 1.86	181,271	I	Held by NQ Deferred Compensation Plan (Deferred LTIP Shares)
Common Stock	08/15/2006		M ⁽¹⁾	124,813 A \$ 0	331,105	D	

(series
designated
CD stock)

Common
Stock

(series 08/15/2006
designated
CD stock)

F⁽²⁾

57,851

D

\$
1.86

273,254

D

Common
Stock

(series
designated
CD stock)

110,000

I

Held by Trust

Common
Stock

(series
designated
CD stock)

16,971

I

Held by
Children

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**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)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	\$ 0	08/15/2006		M ⁽¹⁾	24,007	04/22/2004 ⁽³⁾ ⁽⁶⁾	Common Stock (series designated CD stock) 24,007
Restricted Stock Units	\$ 0	08/15/2006		M ⁽¹⁾	67,973	04/27/2005 ⁽⁴⁾ ⁽⁶⁾	Common Stock (series designated CD stock) 67,973

Restricted Stock Units	\$ 0	08/15/2006	M ⁽¹⁾	124,813	04/27/2005 ⁽⁵⁾	⁽⁶⁾	Common Stock (series designated CD stock)	124,
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOLMES STEPHEN P ONE CAMPUS DRIVE PARSIPPANY, NJ 07054		X		

Signatures

Jean M. Sera, by Power of Attorney for Stephen P.
Holmes

08/21/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) Represents restricted stock units which automatically converted to Common Stock (series designated CD stock) upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of restricted stock units on August 15, 2006.
- (3) Original grant vests in four equal installments on April 22, 2004, 2005, 2006 and 2007. In connection with the Separation Plan, vesting was accelerated to August 15, 2006.

- (4) One-half of the original grant vests in four equal installments on April 27, 2005, 2006, 2007 and 2008, subject to the Company's attainment of preestablished financial performance goals. An additional one-half of the original grant vests on April 27, 2008, subject to the Company's attainment of preestablished financial performance goals. In connection with the Separation Plan, vesting was accelerated to August 15, 2006. In addition, 90,631 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, terminated as disclosed in Cendant's Current Reports on Form 8-K dated March 27, 2006 and October 27, 2005.

- (5) One-half of the original grant vests in four equal installments on April 27, 2006, 2007, 2008 and 2009, subject to the Company's attainment of preestablished financial performance goals. An additional one-half of the original grant vests on April 27, 2009, subject to the Company's attainment of preestablished financial performance goals. In connection with the Separation Plan, vesting was accelerated to August 15, 2006. In addition, 124,813 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, 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.

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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