

LIFFLANDER CLAY B
Form 4
November 09, 2009

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LIFFLANDER CLAY B

(Last) (First) (Middle)

UNISYS WAY

(Street)

BLUE BELL, PA 19424-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
UNISYS CORP [UIS]

3. Date of Earliest Transaction
(Month/Day/Year)
11/05/2009

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 Ownership (Instr. 4)
Common Stock	11/05/2009		S	250,000 D	\$ 30.16 (1) 2,207,199	I	See footnote (2)
Common Stock	11/06/2009		S	207,199 D	\$ 30.34 (3) 2,000,000	I	See footnote (2)
Common Stock					795	D	

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

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SEC 1474 (9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LIFFLANDER CLAY B UNISYS WAY BLUE BELL, PA 19424-0001		X		

Signatures

By: Susan T. Keene, attorney-in-fact For: Clay B. Lifflander
Date: 11/09/2009

**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).

The price reported is the average price. The price range for these securities was \$29.90 to \$30.50. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the Commission, the issuer or security holder of the issuer.

(2) These securities are owned directly by MMI Investments, L.P., the general partner of which, MCM Capital Management, LLC ("MCM"), owns, indirectly as such general partner, its proportionate interest of these securities. The reporting person is a Voting Member and President of MCM. The reporting person and MCM disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein. Except as expressly acknowledged herein, this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, any such securities for any purpose. No further sales are contemplated at this time.

(3) The price reported is the average price. The price range for these securities was \$29.65 to \$30.65. The reporting person undertakes to provide full information regarding the number of shares sold at each separate price upon request of the Commission, the issuer or security holder of the issuer. Table 1, column 5 includes previously acquired shares of common stock that have been adjusted to reflect a one-for-ten reverse stock split of the Issuer's common stock effected at 11:59 p.m. on October 23, 2009. Pursuant to the exemption under

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Rule 16a-9(a) of the Securities Exchange Act of 1934, these adjustment transactions are not required to be reported.

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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