

HOLMES STEPHEN P
Form 4
April 28, 2003

Form 4

**UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549**

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden
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[] Check box if no longer subject
to Section 16. Form 4 or Form
5 obligations may continue.
See instructions 1(b).

**STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP**

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

| | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* Holmes, Stephen P. | | | 2. Issuer Name and Ticker or Trading Symbol Cendant Corporation (CD) | | | 6. Relationship of Reporting Person(s) to Issuer | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | 4. Statement for Month/Day/Year 04/28/2003 | | (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Vice Chairman, Chairman & CEO Hospitality Services Division | | |
| 1 Campus Drive | | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | |
| (Street) | | | Parsippany, NJ 07054 | | | | | |
| (City) | (State) | (Zip) | 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 Transactions (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock (series designated CD stock) | 04/24/2003 | | M | | 82,895 | A | \$4.64 | | D | |
| Common Stock (series designated CD stock) | 04/24/2003 | | S | | 82,895 | D | (1) | | D | |
| Common Stock (series | 04/25/2003 | | M | | 21,300 | A | \$4.64 | | D | |

| | | | | | | | | | | |
|---|------------|--|---|--|--------|---|---------|---------|---|------------------|
| designated CD stock) | | | | | | | | | | |
| Common Stock (series designated CD stock) | 04/25/2003 | | S | | 21,300 | D | (2) | | D | |
| Common Stock (series designated CD stock) | 04/28/2003 | | M | | 53,700 | A | \$4.64 | | D | |
| Common Stock (series designated CD stock) | 04/28/2003 | | S | | 53,700 | D | \$13.60 | 254,420 | D | |
| 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.
 * If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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 control number.

(Over)
 SEC 1474 (9-02)

FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Conversion or Exercise Price of Derivative Security | 2. 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 Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|---|----------------------------|--|--|--|--|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| \$4.64 | 04/24/2003 | | M | | | 82,895 | 12/17/1997 | 09/29/2003 | Common Stock (series designated CD stock) | 82,895 | \$0 | 75,000 | D | |
| \$4.64 | 04/25/2003 | | M | | | 21,300 | 12/17/1997 | 09/29/2003 | Common Stock (series designated CD stock) | 21,300 | \$0 | 53,700 | D | |
| \$4.64 | 04/28/2003 | | M | | | 53,700 | 12/17/1997 | 09/29/2003 | Common Stock (series designated CD stock) | 53,700 | \$0 | 0 | D | |

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Explanation of Responses:

1. 25,000 shares at \$13.65; 11,500 shares at \$13.70; 20,400 shares at \$13.71; 20,695 shares at \$13.72 and 5,300 shares at \$13.75.
2. 7,800 shares at \$13.50 and 13,500 shares at \$13.60.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ Lynn S. Feldman

04/28/2003

**Signature of Reporting Person
Attorney-in-fact on behalf of Stephen P.
Holmes

Date

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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Page 2