

CERIDIAN CORP /DE/  
Form 4  
March 27, 2007

**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 \*  
**Macfarlane Gregory J**  
  
(Last) (First) (Middle)  
  
**CERIDIAN CORPORATION, 3311  
EAST OLD SHAKOPEE ROAD**  
  
(Street)  
  
**MINNEAPOLIS, MN 55425**  
  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**CERIDIAN CORP /DE/ [CEN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/26/2007**

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)  
**EVP & Chief Financial Officer**

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)
			Code	V	Amount	(D)	Price
Common Stock <u>(1)</u>	03/26/2007		A		7,250	A	\$ 0 7,250
Common Stock <u>(2)</u>	03/26/2007		A		10,000	A	\$ 0 17,250

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

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(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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 33.07	03/26/2007		A	40,750	<u>(3)</u>	03/26/2012	Common Stock	40,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Macfarlane Gregory J CERIDIAN CORPORATION 3311 EAST OLD SHAKOPEE ROAD MINNEAPOLIS, MN 55425			EVP & Chief Financial Officer	

## Signatures

/s/ Gregory J. Macfarlane  
03/27/2007  
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) A restricted stock award granted pursuant to the Ceridian Corporation Amended and Restated 2001 Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). This award vests 2,417 shares on 3/26/2008, 2,417 shares on 3/26/2009 and 2,416 shares on 3/26/2010.
- (2) A restricted stock award granted pursuant to the Ceridian Corporation Amended and Restated 2001 Long -Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). This award vests 3,334 shares on 3/26/2008, 3,333 shares on 3/26/2009 and 3,333 shares on 3/26/2010.
- (3) Grant of option to purchase 40,750 shares of common stock under the Ceridian Corporation Amended and Restated 2001 Long-Term Stock Incentive Plan in a transaction exempt under Rule 16b-3(d). This option vests 13,584 shares on 3/26/2008, 13,583 shares on 3/26/2009 and 13,583 shares on 3/26/2010.

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