

Edgar Filing: KROW GARY A - Form 4

KROW GARY A
 Form 4
 April 01, 2003

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Gary A. Krow
 c/o Comdata Network, Inc.
 5301 Maryland Way
 TN, Brentwood 37027
2. Issuer Name and Ticker or Trading Symbol
 Ceridian Corporation (CEN)
3. IRS or Social Security Number of Reporting Person (Voluntary)
 169-44-6244
4. Statement for Month/Day/Year
 3/31/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director () 10% Owner (X) Officer (give title below) () Other
 (specify below)
 Executive Vice President, Ceridian Corporation & President, Comdata Network,
 Inc.
7. Individual or Joint/Group Filing (Check Applicable Line)
 (X) 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 | 2. Trans- action Date | 2A. Exec- ution Date | 3. Trans- action Code | 4. Securities Acquired (A) or Disposed of (D) Amount | 5. Amount of Securities Beneficially Owned Following Reported Trans(s) |
|----------------------|-----------------------------|----------------------------|-----------------------------|--|--|
|----------------------|-----------------------------|----------------------------|-----------------------------|--|--|

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Derivative Security | 2. Con- version Price of Deriva- tive Secu- rity | 3. Trans- action Date Year | 3A. Deemed Execu- tion Date Year | 4. Trans- action Code | 5. Number of De- rivative Secu- rities Acqui- red(A) or Dis- posed of (D) Amount | 6. Date Exer- cisable and Expiration Date Date Date Date | 7. Title and Amount of Underlying Securities Title and Number of Shares | 8. P of vat Sec rit |
|---------------------------------------|--|-------------------------------------|--|-----------------------------|---|--|---|---------------------------------|
|---------------------------------------|--|-------------------------------------|--|-----------------------------|---|--|---|---------------------------------|

Phantom Stock | 1-for-1 | 3/31/2003 | 3/31/2003 | A | 196.71 | A | Immed | 3 | Common Stock | 196.71 | \$13

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| | | | | | | | | | | | | |
|---------------|---------|-------|---------|---|--|-------|-------|---------|--|--------------|-------|------|
| 1 | | 003 | 2003 | | | | . 2 | | | | | |
| Phantom Stock | 1-for-1 | 3/31/ | 2 3/31/ | A | | 29.51 | A | 12/31 3 | | Common Stock | 29.51 | \$13 |
| 1 | | 003 | 2003 | | | | /2005 | | | | | |
| | | | | | | | 2 | | | | | |

Explanation of Responses:

1. Acquired pursuant to Ceridian's Deferred Compensation Plan in a transaction pursuant to Section 16b-3(d).

2. Pursuant to the terms of Ceridian's Deferred Compensation Plan, the reporting person is not permitted to effect transfers out of the phantom stock account until termination of employment with Ceridian.

3. Shares of phantom stock are payable in Ceridian common stock following termination of the reporting person's employment with Ceridian.

SIGNATURE OF REPORTING PERSON

Gary A. Krow

William E. McDonald, Attorney-in-fact