CENDANT CORP
Form 3
August 03, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â MCCLAIN JOHN
(Last) (First) (Middle)

1 CAMPUS DRIVE
(Street)

PARSIPPANY,Â NJÂ 07054
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/31/2006

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

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
SVP, Chief Accounting Officer

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

6. 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 Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock (series designated CD stock)	10,086	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of			

				Shares		(I) (Instr. 5)	
Stock Option (right to buy)	09/27/1999	09/27/2009	Common Stock (series designated CD stock)	156,373	$ 17.2064	D	Â
Stock Option (right to buy)	01/13/2000	01/13/2010	Common Stock (series designated CD stock)	78,186	$ 21.1993	D	Â
Stock Option (right to buy)	01/03/2001	01/03/2011	Common Stock (series designated CD stock)	14,334	$ 9.0289	D	Â
Stock Option (righ to buy)	01/22/2002	01/22/2012	Common Stock (series designated CD stock)	75,059	$ 18.2736	D	Â
Restricted Stock Units	08/01/2007(2)	Â (6)	Common Stock (series designated CD stock)	245,902	$ 0 (1)	D	Â
Restricted Stock Units	08/15/2006(3)	Â (6)	Common Stock (series designated CD stock)	4,321	$ 0 (1)	D	Â
Performance - Vesting Restricted Stock Units	08/15/2006(3)	Â (6)	Common Stock (series designated CD stock)	8,497 (4)	$ 0 (1)	D	Â
Performance - Vesting Restricted Stock Units	08/15/2006(3)	Â (6)	Common Stock (series designated CD stock)	16,226 (5)	$ 0 (1)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
MCCLAIN JOHN 1 CAMPUS DRIVE PARSIPPANY,Â NJÂ 07054	Â	Â	Â SVP, Chief Accounting Officer	Â

Signatures

Jean M. Sera, by Power of Attorney for John McClain	08/02/2006
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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) Units convert to Common Stock (series designated CD stock) on a one-to-one basis upon vesting.

(2) Original grant vests in four equal installments on May 2, 2007, 2008, 2009 and 2010.

(3) In connection with Cendant Corporation's Separation Plan, vesting will be accelerated to August 15, 2006.

(4) 11,328 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, were terminated as disclosed in Cendant?s Current Reports on Form 8-K dated March 27, 2006 and October 27, 2005.

(5) 16,225 Performance-Vesting Restricted Stock Units, which were to originally vest upon the attainment of above-target performance goals, were 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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