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CENDANT CORP
Form 4
January 14, 2003

FORM 4

/ / CHECK THIS BOX IF NO LONGER SUBJECT TO SECTION 16. FORM 4 OR FORM 5 OBLIGATIONS MAY CONTINUE. SEE INSTRUCTION 1(b).
(Print or Type Responses)

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

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
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Issuer Name AND Ticker or Trading Symbol 6. R

Smith, Robert F. Cendant Corporation (CD) X

(Last) (First) (Middle) 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) 4. Statement for Month/Day/Year 1/10/2003

9 West 57th Street, 37th Floor

(Street) 5. If Amendment, Date of Original (Month/Day/Year) X

New York, NY 10019

TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR TRANSFERRED

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 (Instr. 4 and 5)
			Code V	Amount (A) or (D) Price(1)	
Common Stock (series designated CD stock)	1/10/2003		A	1,166 A \$10.714	9
Common Stock (series designated CD stock)					126
Common Stock (series designated CD stock)					50

FORM 4 (CONTINUED)

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 Required to be Issued (Instr. 9)
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Code	V	(A)
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2

Title	Amount or Number of Shares
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(1) Represents the average closing price for the last five trading days of the most recently ended quarter. Award represents quarterly non-employee director retainer fee in consideration of performance of services; no monetary consideration was paid by the reporting person.

By: Lynn A. Feldman, Attorney-in-fact on behalf of Robert F. Smith

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

* 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).

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

HTTP://WWW.SEC.GOV/DIVISION/CORPFIN/FORMS/FORM.HTM
LAST UPDATE: 09/05/2002