## Edgar Filing: UHRICH CAROLE J - Form 4

Form 4											
January 03, 2	ГЛ								OMB AF	PROVAL	
Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 of	ger <b>STATEN</b> 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								Expires:January 31Estimated averageburden hours perresponse0.5	
Form 5 obligations may continue.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 19401(b).30(h) of the Investment Company Act of 1940											
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> UHRICH CAROLE J			2. Issuer Name <b>and</b> Ticker or Trading Symbol CERIDIAN CORP /DE/ [CEN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) 20 PIER SEVEN, CO WHARF	0 PIER (Mont 01/03 EVEN, CONSTELLATION			of Earliest Transaction /Day/Year) /2005				XDirector10% Owner Officer (give titleOther (specify below) below)			
				nendment, Date Original Ionth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
(City)	(State)	(Zip)	Tahl	a I - Non-D	orivativa	Socur	ities Aca	Person uired, Disposed of	or Ronoficial	v Ownad	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	ned	3. Transactic Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	ties Ad spose 4 and (A) or	cquired d of (D) 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	
Common Stock	01/03/2005	01/03/2	005	Code V A	Amount 1,440 (1)	(D) A	Price \$ 18.06 (1) (2)	18,212	D		

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

Persons who 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.

 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)	4. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Title Amoun Underly Securit (Instr. 3	nt of ying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
			Code V		Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		

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## **Reporting Owners**

Reporting Owner Name / Address		Relationsh					
	Director	10% Owner	Officer	Other			
UHRICH CAROLE J 20 PIER SEVEN CONSTELLATION WHARF CHARLESTOWN, MA 02129-4225	Х						
Signatures							
William E. McDonald, Attorney-in-fact	0	1/03/2005					
<u>**</u> Signature of Reporting Person		Date					
Explanation of Responses:							

## пописэронас

- \* 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).
- Award of shares pursuant to Ceridian Corporation's Amended and Restated 2001 Director Performance Incentive Plan in payment of a (1) portion of the director's annual retainer in a transaction exempt under Rule 16b-3(d).
- (2) \$18.06 reflects the average price of Ceridian stock over the 10 trading days immediately prior to the award.

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.