

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

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### ISSUER

#### **CERIDIAN CORP /DE/**

CIK: **1124887** | IRS No.: **411981625** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **8742** Management consulting services

#### Mailing Address

3311 EAST OLD SHAKOPEE  
RD  
MINNEAPOLIS MN 55425

#### Business Address

3311 E OLD SHAKOPEE RD  
MINNEAPOLIS MN 55425  
9528538100

### REPORTING OWNER

#### **LEMAY RONALD T**

CIK: **1104293**  
Type: **4** | Act: **34** | File No.: **001-15168** | Film No.: **06513248**

#### Mailing Address

3311 EAST OLD SHAKOPEE  
ROAD  
MINNEAPOLIS MN 55425

#### Business Address

OCTOBER CAPITAL, LLC  
444 W. 47TH STREET, SUITE  
320  
KANSAS CITY MO 64112  
000.000.0000

# 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

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

1. Name and Address of Reporting Person <b>LEMAY RONALD T</b>			2. Issuer Name and Ticker or Trading Symbol <b>CERIDIAN CORP /DE/ [CEN]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/03/2006</b>					
OCTOBER CAPITAL, LLC, 1901 W. 47TH PLACE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>WESTWOOD, KS 66205</b>								
(City)	(State)	(Zip)						

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2006		A		1,312 <sup>(1)</sup>	A	\$24.79 <sup>(1)(2)</sup>	18,614	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Awarded pursuant to the Reporting Person's election under the Ceridian Corporation Non-Employee Director Compensation Program in payment of a portion of the director's annual retainer in a transaction exempt under Rule 16b-3(d).
- \$24.79 reflects the average price of Ceridian common stock over the 10 trading days immediately prior to the award.

**Signatures**

William E. McDonald, Attorney-in-fact

01/05/2006

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

\* 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.

**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 Number.**

EXHIBIT 24

POWER OF ATTORNEY  
(Section 16, Form 144 Materials)

The undersigned hereby constitutes and appoints JOHN R. EICKHOFF, GARY M. NELSON AND WILLIAM E. MCDONALD, and each of them, to be the undersigned's true and lawful attorney-in-fact from the date hereof to:

(1) execute for and on behalf of the undersigned any Form 144, Form 4 or Form 5 or any amendments to such forms reporting any changes in the undersigned's beneficial ownership of Ceridian Corporation's equity securities reportable on such form; and

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete or amend any such Form 144, Form 4 or Form 5 and to effect the timely filing of such form with the United States Securities and Exchange Commission and any other authority, and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required of, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever necessary and proper to be done in the exercise of any of the rights and powers herein granted, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned hereby revokes any and all powers of attorney previously granted by the undersigned relating to the subject matter of this Power of Attorney.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 144, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by Ceridian Corporation, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

The undersigned has caused this Power of Attorney to be executed as of this 1st day of February, 2003.

/s/ Ronald T. LeMay  
Ronald T. LeMay