

CERIDIAN CORP /DE/
Form 3
January 24, 2007

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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Pershing Square Capital Management, L.P.			(Month/Day/Year)	CERIDIAN CORP /DE/ [CEN]	
(Last)	(First)	(Middle)		4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
888 SEVENTH AVENUE, 29TH FLOOR				(Check all applicable)	
(Street)				<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
NEW YORK, NY 10019				<input type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)		(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)	
				<input type="checkbox"/> Form filed by One Reporting Person	
				<input checked="" type="checkbox"/> 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	15,724,334	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

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

SEC 1473 (7-02)

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 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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pershing Square Capital Management, L.P. 888 SEVENTH AVENUE, 29TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
PS Management GP, LLC 888 SEVENTH AVENUE, 29TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
Pershing Square GP, LLC 888 SEVENTH AVENUE, 29TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â
ACKMAN WILLIAM A 888 SEVENTH AVENUE, 29TH FLOOR NEW YORK, NY 10019	Â	Â X	Â	Â

Signatures

PERSHING SQUARE CAPITAL MANAGEMENT, L.P. By: PS Management GP, LLC, its General Partner By: /s/ William A. Ackman, Managing Member	01/24/2007
__Signature of Reporting Person	Date
PS MANAGEMENT GP, LLC, By: /s/ William A. Ackman, Managing Member	01/24/2007
__Signature of Reporting Person	Date
PERSHING SQUARE GP, LLC, By: /s/ William A. Ackman, Managing Member	01/24/2007
__Signature of Reporting Person	Date
/s/ William A. Ackman	01/24/2007
__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).
- In addition to Pershing Square Capital Management, L.P. ("PS Capital"), this Form 3 is being filed jointly by PS Management GP, LLC ("PS Management"), Pershing Square GP, LLC ("PSGP") and William A. Ackman ("Ackman"), each of whom has the same business address as PS Capital and may be deemed to have a pecuniary interest in securities beneficially owned by it.
- (1) Represents 6,899,332 shares held for the account of Pershing Square, L.P. ("PSI"), 86,343 shares held for the account of Pershing Square II, L.P. ("PSII") and 8,738,659 shares held for the account of Pershing Square International, Ltd. ("PSIL") (the shares held for the accounts of PSI, PSII and PSIL collectively, the "Subject Shares"), all of which are investment funds for which PS Capital acts as investment adviser and PS Capital may be deemed the beneficial owner of the Subject Shares. PS Management is general partner of PS Capital and may be deemed beneficial owner of the Subject Shares. (Continued in footnote 3).
 - (2) PSGP is general partner of PSI and PSII and may be deemed beneficial owner of shares held for the accounts of PSI and PSII. Ackman is the managing member of PSGP and PS Management and may be deemed beneficial owner of the Subject Shares. Each of PS Capital, PS

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Management, PSGP and Ackman disclaims beneficial ownership of the securities reported hereon except to the extent of its or his pecuniary interest therein.

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.