

KATZ SAMUEL L  
Form 4  
December 26, 2002

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Washington, D.C. 20549

## OMB APPROVAL

o 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

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours  
per response .... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name <b>and</b> Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Katz	Samuel	L.	Cendant Corporation (CD)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)      (specify below)	
(Last)	(First)	(Middle)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year	
9 West 57th Street, 37th Floor					12/23/2002	
(Street)					5. If Amendment, Date of Original (Month/Day/Year)	
New York	NY	10019			7. 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	
(City)	(State)	(Zip)				

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date	2A. Deemed Execution Date, if any	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)
	(Month/Day/Year)	(Month/Day/Year)		Code V	Amount (A) Price or (D)			
Common Stock (series designated CD stock)	01/02/02		F	V	17,026	D \$19.30	86,596	D
Common Stock (series designated CD stock)	12/23/02		I		1,435.2137	A \$11.13		
Common Stock	12/23/02		I		16,273.0591	A \$11.17		

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(series designated CD stock)

Common Stock (series designated CD stock)	12/23/02	I	16,969.5549	A	\$11.20			
Common Stock (series designated CD stock)	12/23/02	I	20,380.7513	A	\$11.22	64,845.7325	I	Held in NQ Deferred Comp. Plan
Common Stock (series designated CD stock)						180	I	by Spouse
Common Stock (series designated CD stock)						1,000	I	by Children

**FORM 4 (Continued)**

**Table II** Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

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7. Title and Amount of Underlying Securities (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 Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Title	Amount or Number of Shares
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Explanation of Responses:

/s/ Lynn A. Feldman

December 24, 2002

\*\*Signature of Reporting Person  
Lynn A. Feldman, Attorney in Fact  
Samuel L. Katz  
9 West 57th Street, 37th Floor  
New York, NY 10019

Date

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.

