

DUDERSTADT JAMES J

Form 4

February 10, 2009

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 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 *
DUDERSTADT JAMES J

(Last) (First) (Middle)

UNISYS WAY

(Street)

BLUE BELL, PA 19424-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
UNISYS CORP [UIS]

3. Date of Earliest Transaction
 (Month/Day/Year)
02/07/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock	02/07/2009		M	10,518 A \$ 0	25,443	D	
Common Stock	02/08/2009		M	3,610 A \$ 0	29,053	D	
Common Stock	02/09/2009		M	5,132 A \$ 0	34,185	D	

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

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 (9-02)

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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 Underlying Securities (Instr. 3 and 4)		8. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units 06	(1)	02/09/2009		M		5,132		(2)	(2)	Common Stock	5,132
Restricted Stock Units 07	(1)	02/08/2009		M		3,610		(3)	(3)	Common Stock	3,610
Restricted Stock Units 08	(1)	02/07/2009		M		10,518		(4)	(4)	Common Stock	10,518

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DUDERSTADT JAMES J UNISYS WAY BLUE BELL, PA 19424-0001			X	

Signatures

By: Susan T. Keene, attorney-in-fact For: James J. Duderstadt

02/10/2009

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- (2) Time-based restricted stock units granted under the terms and provisions of the Unisys Corporation 2003 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three annual installments beginning February 9, 2007.
- (3) Time-based restricted stock units granted under the terms and provisions of the Unisys Corporation 2003 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three annual installments beginning February 8, 2008.
- (4) Time-based restricted stock units granted under the terms and provisions of the Unisys Corporation 2007 Long-Term Incentive and Equity Compensation Plan. The restricted stock units vest in three annual installments beginning February 7, 2009.

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

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