

() Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL
OMB NUMBER: 3235-0287
EXPIRES:
SEPTEMBER 30, 1998
ESTIMATED AVERAGE BURDEN HOURS PER RESPONSE 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person

Cendant Corporation (successor by merger to HFS Incorporated),
6 Sylvan Way, Parsippany, New Jersey 07054

2. Issuer Name and Ticker or Trading Symbol

Jackson Hewitt Inc. (JTAX)

3. IRS OR SOCIAL SECURITY NUMBER OF REPORTING PERSON (VOLUNTARY)

4. Statement for Month/Year

1/98

5. If Amendment, Date of Original (Month/Year)

6. Relationship of reporting person to Issuer (Check all applicable)

- () DIRECTOR
- (X) 10% OWNER
- () OFFICER (GIVE TITLE BELOW)
- () OTHER (SPECIFY TITLE BELOW)

7. Individual, or Joint/Group Filing (Check all applicable)

- (X) Form filed by One Reporting Person
- () Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)

Common Stock, par value \$.02 per share

2. Transaction Date (Month/Day/Year)

1/5/98

3. Transaction Code (Instr. 8)

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4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

6,441,054 (1) A \$68.00 per share

5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)

All shares of Jackson Hewitt Inc. (2) (A) \$68.00 per share

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4)

I

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Through HJ Acquisition Corp., a direct wholly owned subsidiary

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

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. 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. Price of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)

10. Ownership Form of Derivative Security: Direct(D) or Indirect(I) (Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

EXPLANATION OF RESPONSES:

(1) Purchased pursuant to a tender offer for all outstanding shares of common stock of Jackson Hewitt Inc.

(2) All shares of common stock of Jackson Hewitt Inc. not purchased pursuant to the above described tender offer were acquired by Cendant Corporation in a short form merger of HJ Acquisition Corp. into Jackson Hewitt Inc. effective January 7, 1998.

Cendant Corporation

By: /s/ James E. Buckman

2/10/98

** SIGNATURE OF REPORTING PERSON

DATE

Name: James E. Buckman

Title: Senior Executive Vice President
and General Counsel

** INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. SEE 18 U.S.C. 1001 AND 15 U.S.C. 78FF(A).