

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549
 FORM 3
 INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person
 Cocroft, Duncan H.
 9 West 57th Street
 37th Floor
 New York, NY 10019
2. Date of Event Requiring Statement (Month/Day/Year)
 01/05/2001
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Issuer Name and Ticker or Trading Symbol
 Cendant Corporation (CD)
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Executive Vice President and Chief Financial Officer
6. If Amendment, Date of Original (Month/Day/Year)
7. 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 Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct(D) or Indirect(I)	4. Nature of Indirect Beneficial Ownership
Common Stock (series designated CD stock)	11224	D	
Common Stock (series designated CD stock)	2144.1136	I	Held in 401K Plan

TABLE II -- Derivative Securities Beneficially Owned

1. Title of Derivative Security	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct(D) or Indirect(I)	6. Nature of Indirect Beneficial Ownership
Stock Option (right to buy)	01/03/2002 01/03/2011	Common Stock (series designated CD stock)	200000 \$9.4125	D	
Stock Option (right to buy)	01/03/2002 01/03/2011	Common Stock (series designated CD stock)	100000 \$9.4125	D	
Stock Option (right to buy)	06/30/2001 06/30/2009	Common Stock (series designated CD stock)	120000 \$20	D	
Stock Option (right to buy)	06/30/2001 06/30/2009	Common Stock (series designated CD stock)	55000 \$20	D	
Stock Option (right to buy)	01/13/2001 01/13/2010	Common Stock (series designated CD stock)	75000 \$22.1	D	

Explanation of Responses:
 (1) 100,000 exercisable on 1/3/2002; 50,000 exercisable on 1/3/2003 and 50,000 exercisable on 1/3/2004
 (2) 33,334 exercisable on 1/3/2002; 33,333 exercisable on 1/3/2003 and 33,333 exercisable on 1/3/2004
 (3) 24,000 exercisable on 6/30/2001; 24,000 exercisable on 6/30/2002, 24,000 exercisable on 6/30/2003 and 24,000 exercisable on 6/30/2004
 (4) 18,333 exercisable on 6/30/2001; 18,334 exercisable on 6/30/2002
 (5) 25,000 exercisable on 1/13/2001; 25,000 exercisable on 1/13/2002 and 25,000 exercisable on 1/13/2003

SIGNATURE OF REPORTING PERSON
 /s/ Duncan H. Cocroft

DATE
 01/10/2001