

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form 8-K
CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

AUGUST 14, 2002
(DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED))

CENDANT CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER
JURISDICTION
OF INCORPORATION OR
ORGANIZATION)

1-10308
(COMMISSION FILE NO.)

06-0918165
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

9 WEST 57TH STREET
NEW YORK, NY
(ADDRESS OF PRINCIPAL
EXECUTIVE OFFICE)

10019
(ZIP CODE)

(212) 413-1800
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

NONE
(FORMER NAME, FORMER ADDRESS AND FORMER FISCAL YEAR, IF APPLICABLE)

Item 9. Regulation FD Disclosure

EXCEPT AS EXPRESSLY INDICATED OR UNLESS THE CONTEXT OTHERWISE
REQUIRES, "CENDANT", "WE", "OUR", OR "US" MEANS CENDANT CORPORATION, A
DELAWARE CORPORATION, AND ITS SUBSIDIARIES.

On August 14, 2002, we announced that our Chairman and Chief Executive
Officer, Henry R. Silverman, and our Chief Financial Officer, Kevin M.
Sheehan, have executed and filed the statements required by the Securities
and Exchange Commission's June 27, 2002 order and Section 906 of the
Sarbanes-Oxley Act.

We also announced that we filed today a Form 10-K/A for
2001, which reflects the classification of National Car Parks, which we sold
in May 2002, as a discontinued operation. The Form 10-K/A also includes
certain changes from our initial Form 10-K filed on April 1, 2002 in response
to comments received from the SEC as a result of the SEC's previously
announced policy to review the 2001 Form 10-K's of all Fortune 500 companies.
Other than the effect of reclassifying NCP as a discontinued operation, there
were no changes to the financial results as previously reported.

In addition to various disclosures requested by the SEC Division of
Corporation Finance, and reflected in our Form 10-K/A, on August 2, 2002, we
responded to the SEC's initial comments and furnished additional information
to the staff of the SEC. The SEC has indicated that it is in the process of
reviewing and evaluating our responses and has requested additional
information and/or clarification with respect to certain accounting and
disclosure matters, including transactions with affiliates. At this time the
SEC has not requested any material modification to our Form 10-K/A or Form
10-Q's. We believe that the accounting and disclosure in our filed reports is
appropriate.

We also noted that, after reviewing all of the SEC comments, our
auditors, Deloitte & Touche, LLP, have reissued their opinion on our 2001

financial statements contained in our Form 10-K/A filing, affirming their view that our financial statements are in compliance with all applicable GAAP and SEC requirements.

We have made available on our website, at WWW.CENDANT.COM, a marked version of our Form 10-K/A which denotes the modifications from our original Form 10-K, as filed.

A copy of the press release announcing the certification by our executives of our financial statements and a copy of their certifications are attached as Exhibits 99.1 and 99.2, respectively, to this Form 8-K and are incorporated by reference herein.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CENDANT CORPORATION

BY: /s/ Eric J. Bock

Eric J. Bock
Executive Vice President -- Law
and Corporate Secretary

Date: August 14, 2002

CENDANT CORPORATION
CURRENT REPORT ON FORM 8-K
REPORT DATED AUGUST 14, 2002

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
99.1	Press Release issued by Cendant Corporation on August 14, 2002, announcing the certification by Cendant executives of Cendant's financial statements.
99.2(a)	Certifications signed by Messrs. Silverman and Sheehan under the Sarbanes-Oxley Act pursuant to Section 906 of the Sarbanes-Oxley Act.
99.2(b)	Sworn statements signed by Messrs. Silverman and Sheehan pursuant to the SEC's June 27, 2002 order.

CENDANT EXECUTIVES CERTIFY FINANCIAL STATEMENTS

NEW YORK, NY, AUGUST 14, 2002 - Cendant Corporation (NYSE: CD) today announced that its Chairman and Chief Executive Officer, Henry R. Silverman, and its Chief Financial Officer, Kevin M. Sheehan, have executed and filed the statements required by the U.S. Securities and Exchange Commission (SEC) and the new Sarbanes - Oxley Act.

Sworn statements signed by Mr. Silverman and Mr. Sheehan certify Cendant's 2001 Annual Report on Form 10-K, its quarterly reports on Form 10-Q for the first and second quarters of 2002, its Form 10-K/A filed today and the other reports covered by the SEC order. Messrs. Silverman and Sheehan have also signed the certifications under the Sarbanes - Oxley Act to certify Cendant's second quarter 2002 Form 10-Q and its Form 10-K/A.

The Company stated that its CEO and CFO have conducted an extensive review of the filings it has made, the controls it has in place and the strength of its financial reporting systems. The CEO, CFO and other members of management discussed this review with the Company's Audit Committee and representatives of the Company's auditors, Deloitte & Touche, LLP.

The Form 10-K/A for 2001 filed today reflects the classification of National Car Parks (NCP), which Cendant sold in May 2002, as a discontinued operation. The Form 10-K/A also includes certain changes from the Company's initial Form 10-K filed in April 2002 in response to comments received from the SEC as a result of the SEC's previously announced policy to review the 2001 Form 10-K's of all Fortune 500 companies. Other than the effect of reclassifying NCP as a discontinued operation, there were no changes to the financial results as previously reported.

In addition to various disclosures requested by the SEC Division of Corporation Finance, and made by the Company in the Form 10-K/A, on August 2, 2002 the Company responded to the SEC's initial comments and furnished additional information to the staff of the SEC. The SEC has indicated that it is in the process of reviewing and evaluating the Company's responses and has requested additional information and/or clarification with respect to certain accounting and disclosure matters, including transactions with affiliates. At this time the SEC has not requested any material modification to the Company's Form 10-K/A or Form 10-Q's. The Company believes that the accounting and disclosure in its filed reports is appropriate.

The Company also noted that, after reviewing all of the SEC comments, Deloitte & Touche, LLP, has reissued its opinion on the Company's 2001 financial statements contained in the Form 10-K/A filing, affirming its view that the Company's financial statements are in compliance with all applicable GAAP and SEC requirements.

The Company has made available on its website, at www.cendant.com, a marked version of its Form 10-K/A which denotes the modifications from the original Form 10-K, as filed.

Cendant Corporation is primarily a provider of travel and residential real estate services. With approximately 70,000 employees, New York City-based Cendant provides these services to businesses and consumers in over 100 countries.

More information about Cendant, its companies, brands and current SEC filings may be obtained by visiting the Company's Web site at www.cendant.com or by calling 877-4-INFOCD (877-446-3623).

THIS PRESS RELEASE INCLUDES CERTAIN "FORWARD-LOOKING STATEMENTS" WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. THESE STATEMENTS ARE BASED ON MANAGEMENT'S CURRENT EXPECTATIONS AND ARE SUBJECT TO UNCERTAINTY AND CHANGES IN CIRCUMSTANCES. THESE STATEMENTS ARE NOT GUARANTEES OF FUTURE PERFORMANCE AND ARE SUBJECT TO KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF THE COMPANY TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THESE EXPECTATIONS DUE TO (I) THE OUTCOME OF THE SEC'S REVIEW OF THE COMPANY'S FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2001 AND (II) CHANGES IN GLOBAL ECONOMIC, BUSINESS, COMPETITIVE, MARKET AND REGULATORY FACTORS. ADDITIONAL FACTORS AND ASSUMPTIONS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER FROM THESE FORWARD-LOOKING STATEMENTS ARE SPECIFIED IN THE COMPANY'S FORM 10-K/A FOR THE YEAR ENDED DECEMBER 31, 2001, AND IN THE COMPANY'S FORM 10-Q FOR THE QUARTER ENDED JUNE 30, 2002. THE CAUTIONARY STATEMENTS CONTAINED OR REFERRED TO IN THIS RELEASE SHOULD BE CONSIDERED IN CONNECTION WITH

ANY SUBSEQUENT WRITTEN OR ORAL FORWARD-LOOKING STATEMENTS AND ACCOMPANYING CAUTIONARY LANGUAGE THAT THE COMPANY OR AUTHORIZED PERSONS ACTING ON ITS BEHALF MAY DISSEMINATE. THE COMPANY DISCLAIMS ANY INTENT OR OBLIGATION TO UPDATE ANY FORWARD-LOOKING STATEMENTS, WHETHER AS A RESULT OF CHANGES IN ITS PLANS, INTENTIONS OR EXPECTATIONS, NEW INFORMATION, FUTURE EVENTS OR OTHERWISE.

MEDIA CONTACT:
Elliot Bloom
212-413-1832

INVESTOR CONTACTS:
Sam Levenson
212-413-1834
Henry A. Diamond
212-413-1920

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SECTION 906 CEO CERTIFICATION

In connection with the Annual Report of Cendant Corporation (the "Company") on Form 10-K/A for the period ending December 31, 2001 and the Quarterly Report of the Company on Form 10-Q for the period ending June 30, 2002, each as filed with the Securities and Exchange Commission on the date hereof (collectively, the "Reports"), Henry R. Silverman, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Each of the Reports fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in each of the Reports fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Henry R. Silverman

Henry R. Silverman
Chief Executive Officer
August 14, 2002

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

SECTION 906 CFO CERTIFICATION

In connection with the Annual Report of Cendant Corporation (the "Company") on Form 10-K/A for the period ending December 31, 2001 and the Quarterly Report of the Company on Form 10-Q for the period ending June 30, 2002, each as filed with the Securities and Exchange Commission on the date hereof (collectively, the "Reports"), Kevin M. Sheehan, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) Each of the Reports fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in each of the Reports fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Kevin M. Sheehan

Kevin M. Sheehan
Chief Financial Officer
August 14, 2002

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

OMB Number: 3235-0569
Expires: January 31, 2003

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL
FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO
EXCHANGE ACT FILINGS

I, Henry R. Silverman, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Cendant Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K, filed with the Commission on April 1, 2002, of Cendant Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Cendant Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Henry R. Silverman

Henry R. Silverman
August 14, 2002

Subscribed and sworn to
before me this 14th day of
August 2002.

/s/ Eric J. Bock

Notary Public

My Commission Expires: August 2, 2005

OMB Number: 3235-0569
Expires: January 31, 2003

STATEMENT UNDER OATH OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL
FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO
EXCHANGE ACT FILINGS

I, Kevin M. Sheehan, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of Cendant Corporation, and, except as corrected or supplemented in a subsequent covered report:

- o no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- o no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

(3) In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":

- o Annual Report on Form 10-K, filed with the Commission on April 1, 2002, of Cendant Corporation;
- o all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of Cendant Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- o any amendments to any of the foregoing.

/s/ Kevin M. Sheehan

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Kevin M. Sheehan
August 14, 2002

Subscribed and sworn to
before me this 14th day of
August 2002.

/s/ Eric J. Bock

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Notary Public

My Commission Expires: August 2, 2005