

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CENDANT CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

06-0918165

(I.R.S. Employer Identification No.)

9 West 57th Street, New York, New York 10019

(Address of Principal Executive Offices) (Zip Code)

**Cendant Car Rental Operations Support, Inc. Retirement Savings Plan
Cendant Car Rental Operations Support, Inc. Retirement Savings Plan for Bargaining Hourly Employees
Cendant Corporation 1999 Broad-Based Employee Stock Option Plan
Cendant Corporation 1997 Stock Option Plan
Former Officer Option Grant**

(Full Title of Plan)

James E. Buckman, Esq.
Vice Chairman and General Counsel
Cendant Corporation
9 West 57th Street
New York, New York 10019
Tel: (212) 413-1800 Fax: (212) 413-1922

Copies to:

Eric J. Bock, Esq.
Executive Vice President, Law and Corporate Secretary
Cendant Corporation
9 West 57th Street
New York, New York 10019
Tel: (212) 413-1800 Fax: (212) 413-1922

(Name, Address, Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title Of Securities To Be Registered*	Amount To Be Registered ¹	Proposed Maximum Offering Price Per Security ³	Proposed Maximum Aggregate Offering Price ^{2,3}	Amount Of Registration Fee
Common Stock, \$.01 par value, of the series designated CD Common Stock	77,266,500	\$24.75	\$1,912,345,875	\$242,294

¹ (i) 3,000,000 shares under the Cendant Car Rental Operations Support, Inc. Retirement Savings Plan; (ii) 3,000,000 shares under the Cendant Car Rental Operations Support, Inc. Retirement Savings

² Estimated solely for the purpose of determining the registration fee.

³ The registration fee for the securities registered hereby has been calculated pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, and is based upon the average of the high ar

* In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the C

PART I
INFORMATION REQUIRED IN THE 10(a) PROSPECTUS

The documents containing the information specified in this Part I will be sent or given to all participants in the Plans as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "S

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The SEC allows us to "incorporate by reference" the information we file with them, which means:

- 1 incorporated documents are considered part of this Registration Statement and the Prospectuses;
- 1 we can disclose important information to you by referring you to those documents;
- 1 information that we file with the SEC will automatically update this Registration Statement and update and/or supersede the Prospectuses; and
- 1 any statement contained in a document incorporated or deemed to be incorporated by reference in the Prospectuses shall be deemed to be modified or superseded for the purposes of this

We incorporate by reference the documents listed below that were filed with the SEC under the Securities Exchange Act of 1934, as amended (the "Exchange Act"):

- 1 our Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed on March 1, 2004;
- 1 our Current Reports on Form 8-K filed on February 4, 2004, February 6, 2004, March 31, 2004 and April 20, 2004 (dated April 19, 2004); and
- 1 the description of our common stock contained in the Proxy Statement dated February 10, 2000, filed on February 11, 2000.

We also incorporate by reference each of the following documents that we will file with the SEC after the date of this Prospectus and prior to the filing of a post-effective amendment which indi

- 1 reports filed under Sections 13(a) and (c) of the Exchange Act;
- 1 proxy or information statements filed under Section 14 of the Exchange Act in connection with any subsequent stockholders' meetings; and
- 1 any reports filed under Section 15(d) of the Exchange Act.

You may request a copy of any filings referred to above (excluding exhibits), at no cost, by contacting us at the following address:

Investor Relations
Cendant Corporation
9 West 57th Street
New York, New York 10019

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference the contents of Registrant's Registration Statements on Form S-8: (File No. 333-30649), filed July 2, 1997

Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Eric J. Bock, Esq. has rendered an opinion on the validity of the securities being registered under the Plans pursuant to this Registration Statement. Mr. Bock is Executive Vice President, Law and

Item 6. Indemnification of Directors and Officers.

Section 145 of the General Corporation Law of the State of Delaware (the "GCL") empowers a Delaware corporation to indemnify any person who was or is a party to or is threatened to be made a defendant in any action, suit or proceeding, provided that such person acted in good faith and in a reasonable manner in the performance of his or her duties as such person against the expenses (including attorney's fees) which he or she actually and reasonably incurred in connection therewith.

The Company's By-Laws contain provisions that provide for indemnification of officers and directors to the full extent permitted by, and in the manner permissible under, the GCL.

As permitted by Section 102 (b) (7) of the GCL, the Company's Restated Certificate of Incorporation contains a provision eliminating the personal liability of a director to the Company or its stockholders.

Item 8. Exhibits.

See the Exhibit Index herein.

Item 9. Required Undertakings.

The undersigned Company hereby undertakes:

(a)(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, are material to the offering;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with the Commission and is not required to be included in the prospectus.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities of the Company.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or 15(d) of the Securities Act shall be deemed to be a new registration statement relating to the securities of the Company.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the undersigned Company, on behalf of itself and each such director, officer and controlling person, agrees to indemnify and hold the Company and each such director, officer and controlling person harmless to the maximum extent permitted by applicable law, and to advance the expenses of the Company and each such director, officer and controlling person in connection with the defense and settlement of any such action, suit or proceeding, including reasonable attorneys' fees.

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements

CENDANT CORPORATION

(Registrant)

By: /s/ James E. Buckman

James E. Buckman

Vice Chairman and General Counsel

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints James E. Buckman and Eric J. Bock, and each and either of them, act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attor

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed as of April 22, 2004 by the following persons in the capacities indicated.

<u>Name</u>	<u>Title</u>
<u>/s/ Henry R. Silverman</u> Henry R. Silverman	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ James E. Buckman</u> James E. Buckman	Vice Chairman, General Counsel and Director
<u>/s/ Stephen P. Holmes</u> Stephen P. Holmes	Vice Chairman and Director
<u>/s/ Ronald L. Nelson</u> Ronald L. Nelson	Chief Financial Officer and Director
<u>/s/ Virginia M. Wilson</u> Virginia M. Wilson	Executive Vice President and Chief Accounting Officer
<u>/s/ Myra J. Biblowit</u> Myra J. Biblowit	Director
<u>/s/ Leonard S. Coleman</u> Leonard S. Coleman	Director
<u>/s/ Martin L. Edelman</u> Martin L. Edelman	Director
<u>/s/ George Herrera</u> George Herrera	Director
<u>/s/ Cheryl D. Mills</u> Cheryl D. Mills	Director
<u>/s/ The Right Honourable Brian Mulrone</u> The Right Honourable Brian Mulrone	Director
<u>/s/ Robert E. Nederlander</u> Robert E. Nederlander	Director
<u>/s/ Robert W. Pittman</u> Robert W. Pittman	Director
<u>/s/ Pauline D.E. Richards</u> Pauline D.E. Richards	Director
<u>/s/ Sheli Z. Rosenberg</u> Sheli Z. Rosenberg	Director
<u>/s/ Robert F. Smith</u> Robert F. Smith	Director

The Plans. Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the Plans) have duly caused this Registration Statement to be signed on its behalf by

Cendant Car Rental Operations Support, Inc. Retirement Plan

By: /s/ Edward B. Pictroski

Edward B. Pictroski

Senior Vice President, Benefits and Compensation

Cendant Corporation

Cendant Car Rental Operations Support, Inc. Retirements Savings Plan
for Bargaining Hourly Employees

By: /s/ Edward B. Pictroski

Edward B. Pictroski

Senior Vice President, Benefits and Compensation

Cendant Corporation

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
4.1	Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 of the Company's Form 10-Q/A for the quarterly period ended March 31, 2000 da
4.2	Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 of the Company's Form 10-Q/A for the quarterly period ended March 31, 2000 dated July 28, 2000)
5.1	Opinion of Eric J. Bock, Esq. (including consent).*
23.1	Consent of Deloitte & Touche LLP, relating to the financial statements of Cendant Corporation.*
23.2	Consent of Eric J. Bock, Esq. (included in Exhibit 5.1).
24.1	Powers of Attorney of certain officers and directors of the Company (included on the signature page of this Registration Statement).

* Filed herewith

CENDANT CORPORATION
9 West 57th Street
New York, New York 10019

April 22, 2004

Cendant Corporation
9 West 57th Street
New York, New York 10019

Re: Cendant Corporation Registration
Statement on Form S-8

Ladies and Gentlemen:

I am Executive Vice President, Law of Cendant Corporation, a Delaware corporation (the "Company"), and am rendering this opinion in connection with the Company's filing of a Registration Statement on Form S-8 for the registration of 3,000,000 shares under the Cendant Car Rental Operations Support, Inc. Retirement Savings Plan; 3,000,000 shares under the Cendant Car Rental Operations Support, Inc. Retirement Savings Plan.

This opinion is being furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In connection with rendering this opinion, I have examined and am familiar with originals or copies, certified or otherwise identified to my satisfaction, of the following documents: (i) the

In my examination, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to the originals of all copies of such documents that I have examined, and the truth and accuracy of all statements and representations of officers and directors of the Company and of the parties thereto.

I am admitted to the Bars of the State of New York and New Jersey, and I do not express any opinion as to the law of any jurisdiction except for the General Corporation Law of the State of New York.

Based upon the foregoing, we advise you that, in our opinion, the Shares, when issued in accordance with the provisions of the Plans, will be validly issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, however, I do not thereby admit that I am within the category of persons who are required to file a registration statement.

Very truly yours,

B y : / s / E r i c J . B o c k
E r i c J . B o c k

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of Cendant Corporation on Form S-8 of our report dated February 25, 2004 (which expresses an unqualified opinion and incl

/s/ Deloitte & Touche LLP
New York, New York
April 20, 2004