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UNITED STATES
SECURITIES AND
   EXCHANGE
COMMISSION ----
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----- FORM
4 WASHINGTON,
D.C. 20549 OMB
APPROVAL - ----
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---- / / CHECK
THIS BOX IF NO
 STATEMENT OF
  CHANGES IN
  BENEFICIAL
 OWNERSHIP OMB
 NUMBER: 3235-
 0287 LONGER
  SUBJECT TO
   EXPIRES:
  JANUARY 31,
 2005 SECTION
 16. FORM 4 OR
Filed pursuant
  to Section
 16(a) of the
  Securities
Exchange Act of
1934, ESTIMATED
AVERAGE BURDEN
    FORM 5
OBLIGATIONS MAY
 Section 17(a)
of the Public
Utility Holding
Company Act of
 1935 or HOURS
 PER RESPONSE
   .... 0.5
 CONTINUE. SEE
 Section 30(h)
    of the
  Investment
Company Act of
1940 -----
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  INSTRUCTION
1(b). (Print or
Type Responses)
 -----
-----
 1. Name and
  Address of
  Reporting
  Person* 2.
Issuer Name AND
  Ticker or
Trading Symbol
6. Relationship
 of Reporting
 Person(s) to
 Issuer (Check
all applicable)
X Director 10%
 Owner Smith,
  Robert F.
   Cendant
  Corporation
(CD) ----
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---- Officer (give Other (Last) (First) (Middle) 3. I.R.S. Identification 4. Statement for ---- title ---- (specify Number of Reporting Month/Day/Year below) below) Person, if an entity ----------West 57th Street, 37th Floor (voluntary) 10/16/2002 - --\_\_\_\_\_\_ --------- 7. Individual or Joint/Group Filing (Street) 5. If Amendment, (Check Applicable Line) Date of **Original** \_X\_Form filed by One Reporting Person (Month/Day/Year) \_Form filed by More than One New York, NY 10019 Reporting Person - ---------- (City) (State) (Zip) TABLE I - NON-**DERIVATIVE SECURITIES** ACQUIRED, DISPOSED OF, OR **BENEFICIALLY** OWNED - -----\_\_\_\_\_ ----- 1. Title of 2. Trans-2A. Deemed 3.

Trans- 4. Securities Acquired (A) 5. Amount of 6. Owner- 7. Nature Security action Execution action or Disposed of (D) Securities ship of In- (Instr. 3) Date Date, Code (Instr. 3, 4 and 5) Beneficially Form: direct if any (Instr. 8) Owned Follow-Direct Bene-(Month/ (Month/ ing Reported (D) or ficial Day/ Day/ ----------Transaction(s) Indirect Owner-Year) Year) (A) or (Instr. 3 (I) ship Code V Amount (D) Price and 4) (Instr. 4) (Instr. 4) - -------Common Stock 09/27/2002 G(1) V 24,000 D \$0 126,000 I R.F. Smith (series desig- Sr. IRA nated CD stock) -----Common Stock 09/27/2002 G(1) V 24,000 A \$0 50,000 I Smith Family (series desig-Foundation nated CD stock) Common Stock 01/18/2002 A V 515 A

Dirs. NQ Def. (series desig-Comp. Plan nated CD stock) - --------------Common Stock 05/22/2002 A V 518 A \$19.294(2) I Dirs. NO Def. (series desig-Comp. Plan nated CD stock) - ---------Common Stock 07/26/2002 A V 646 A \$15.464(2) I Dirs. NQ Def. (series desig-Comp. Plan nated CD stock) -----Common Stock 10/16/2002 A 881 A \$11.344(2) 8,784 I Dirs. NQ Def. (series desig- Comp. Plan nated CD stock) - -----\_\_\_\_\_ -----FORM 4 (CONTINUED) TABLE II - DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED (E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITIES) - -----\_\_\_\_\_ ----- 1. Title of Derivative Security 2. Conver- 3. Trans- 3A. Deemed 4. Transac- 5.

\$19.398(2) I

Conver- 3. Trans- 3A. Deemed 4. Transac- 5. Number of Deriv- 6. Date Exer- (Instr. 3) sion or action Execution tion Code ative Securities Accisable and Ex- Exercise Date Date, (Instr. 8)

| if any passed of (D) (Manth/Day/ Dariy Day/   |
|---|
| if any posed of (D) (Month/Day/ Deriv- Day/ (Month/ (Instr. 3. 4. and 5) Year) ative Year)  |
| (Month/ (Instr. 3, 4, and 5) Year) ative Year) Day/ Security Year)  |
| Exer-   |
| tion Code V (A) (D) cisable Date  |
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| 7. Title and Amount of 8. Price of 9.   |
| Number of 10. Ownership 11. Nature of Underlying Securities Derivative Derivative Form of Indirect  |
| (Instr. 3 and 4) Security Securities Derivative   |
|   |
| Beneficial (Instr. 5) Beneficially Securities:  |
| Beneficial (Instr. 5) Beneficially Securities: Ownership Owned Direct (D) or (Instr. 4)   |
| Beneficial (Instr. 5) Beneficially Securities:<br>Ownership Owned Direct (D) or (Instr. 4)<br>Following Indirect (I) Reported (Instr. 4)  |
| Beneficial (Instr. 5) Beneficially Securities: Ownership Owned Direct (D) or (Instr. 4) Following Indirect (I) Reported (Instr. 4) Transaction(s) (Instr. 4)  |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
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| Beneficial (Instr. 5) Beneficially Securities:  Ownership Owned Direct (D) or (Instr. 4)  Following Indirect (I) Reported (Instr. 4)  Transaction(s) (Instr. 4)  Title Amount or Number of Shares   |
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| Beneficial (Instr. 5) Beneficially Securities:    Ownership Owned Direct (D) or (Instr. 4)    Following Indirect (I) Reported (Instr. 4) Transaction(s)   |
| Beneficial (Instr. 5) Beneficially Securities:    Ownership Owned Direct (D) or (Instr. 4)    Following Indirect (I) Reported (Instr. 4) Transaction(s)   |
| Beneficial (Instr. 5) Beneficially Securities:    Ownership Owned Direct (D) or (Instr. 4)    Following Indirect (I) Reported (Instr. 4) Transaction(s)   |
| Beneficial (Instr. 5) Beneficially Securities:     Ownership Owned Direct (D) or (Instr. 4)     Following Indirect (I) Reported (Instr. 4) Transaction(s)   |
| Beneficial (Instr. 5) Beneficially Securities:    Ownership Owned Direct (D) or (Instr. 4)    Following Indirect (I) Reported (Instr. 4) Transaction(s)   |

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