

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-3

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

CENDANT CORPORATION  
(exact name of registrant as specified in its charter)

06-0918165  
(I.R.S. Employer Identification Number)

DELAWARE  
(State or other Jurisdiction of  
Incorporation or Organization)

9 WEST 57TH STREET  
NEW YORK, NY 10019  
(212) 413-1800  
FAX: (212) 413-1922

(Address, including zip code, and telephone number,  
including area code, of registrant's principal  
executive offices)

JAMES E. BUCKMAN, ESQ.  
VICE CHAIRMAN AND GENERAL COUNSEL  
CENDANT CORPORATION  
9 WEST 57TH STREET  
NEW YORK, NY 10019  
(212) 413-1800  
FAX: (212) 413-1923

(Name, address, including zip code, and telephone number  
including area code, of agent for service)

-----  
Copies to:

ERIC J. BOCK, ESQ.  
SENIOR VICE PRESIDENT,  
LAW AND SECRETARY  
CENDANT CORPORATION  
9 WEST 57TH STREET  
NEW YORK, NY 10019  
(212) 413-1800  
FAX: (212) 413-1922

VINCENT J. PISANO, ESQ.  
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
4 TIMES SQUARE  
NEW YORK, NEW YORK 10036  
(212) 735-3000  
FAX: (212) 735-2000

This Post-Effective Amendment No. 1 to Registration Statement on Form S-3 (Reg. No. 333-59244) shall hereafter become effective in accordance with the provisions of Section 8(c) of the Securities Act of 1933, as amended.

DEREGISTRATION OF SECURITIES

This Registration Statement was originally filed to register shares of common stock, par value \$0.01 per share, of the Registrant (the "Shares") to be sold from time to time by Chatham Street Holdings, LLC (the "Selling Stockholder"). Pursuant to the undertaking contained in Part II, Item 17 of the Registration Statement pursuant to Item 512(a)(3) of Regulation S-K, the Registrant hereby requests that the 603,865 unsold Shares be removed from registration by means of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Cendant Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the registration statement, to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on July 11, 2001.

CENDANT CORPORATION

By: /s/ Eric J. Bock

Eric J. Bock  
Senior Vice President - Law

Pursuant to the requirements of the securities act of 1933, this Post-Effective Amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
(Henry R. Silverman)	Chairman of the Board, President, Chief Executive Officer and Director	July 11, 2001
* (James E. Buckman)	Vice Chairman, General Counsel and Director	July 11, 2001
* (Stephen P. Holmes)	Vice Chairman and Director	July 11, 2001
* (Kevin M. Sheehan)	Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)	July 11, 2001
* (John McClain)	Senior Vice President and Controller (Principal Accounting Officer)	July 11, 2001
(Myra J. Biblowit)	Director	July 11, 2001
(The Honorable William S. Cohen)	Director	July 11, 2001
* (Dr. John C. Malone)	Director	July 11, 2001
* (Cheryl D. Mills)	Director	July 11, 2001

\*

Director

July 11, 2001

-----  
(Leonard S. Coleman)

\*

Director

July 11, 2001

-----  
(Martin L. Edelman)

\*

Director

July 11, 2001

-----  
(Sheli Z. Rosenberg)

\*

Director

July 11, 2001

-----  
(The Rt. Hon. Brian Mulroney,  
P.C., LL.D.)

\*

Director

July 11, 2001

-----  
(Robert W. Pittman)

\*

Director

July 11, 2001

-----  
(Robert F. Smith)

\*

Director

July 11, 2001

-----  
(Robert E. Nederlander)

\*By: /s/ Eric J. Bock

-----  
(Attorney-in-fact)