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CERIDIAN CORP  
Form S-8 POS  
February 28, 2001

As filed with the Securities and Exchange Commission on February 28, 2001  
Registration No. 333-28069

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SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
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POST EFFECTIVE AMENDMENT NO.2  
TO  
FORM S-8  
REGISTRATION STATEMENT  
Under The Securities Act of 1933  
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CERIDIAN CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

52-0278528  
(I.R.S. Employer  
Identification No.)

3311 East Old Shakopee Road  
Minneapolis, Minnesota  
(Address of principal executive offices)

55425  
(Zip Code)

CERIDIAN CORPORATION 1993 LONG-TERM INCENTIVE PLAN  
(AMENDED AND RESTATED AS OF MAY 14, 1997)  
(Full title of the plan)

William E. McDonald, Esq.  
Vice President, Associate General Counsel and Deputy Secretary  
Ceridian Corporation  
3311 East Old Shakopee Road  
Minneapolis, Minnesota 55425  
(Name and address of agent for service)

(952) 853-8100  
(Telephone number, including area code, of agent for service)

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EXPLANATORY NOTE IN CONNECTION WITH THE FILING OF A RELATED  
REGISTRATION STATEMENT ON FORM S-8 FILED  
PURSUANT TO INSTRUCTION E OF FORM S-8

On May 30, 1997, a total of 3,000,000 shares of Common Stock of Ceridian Corporation (the "Company") to be issued in connection with the Company's 1993 Long-Term Incentive Plan (Amended and Restated on May 14, 1997) (the "1993 Plan"), were registered with the Securities and Exchange Commission

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(the "Commission") by a Registration Statement on Form S-8 (File No. 333-28069). On May 20, 1999, the stockholders of the Company approved the 1999 Stock Incentive Plan (the "1999 Plan"), which replaced the 1993 Plan. Both the 1999 Plan and the 1993 Plan are long term incentive plans. On December 31, 1999, the 1993 Plan expired and 2,695,048 registered shares remained available for issuance under the 1993 Plan. On October 22, 1999, pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Commission pertaining to "Form S-8" set forth in the Division of Corporation Finance's Manual of Publicly-Available Telephone Interpretations (July 1997), two million four hundred fifty seven thousand four hundred sixty two (2,457,462) registered shares of Common Stock that had not been issued under the 1993 Plan were carried forward to, and deemed covered by the Registration Statement on Form S-8 filed by the Company with the Commission on October 22, 1999 in connection with the 1999 Plan.

Pursuant to Instruction E to Form S-8 and the telephonic interpretation of the Commission pertaining to "Form S-8" set forth in the Division of Corporation Finance's Manual of Publicly-Available Telephone Interpretations (July 1997), the remaining two hundred thirty seven thousand five hundred eighty six (237,586) additional registered shares of Common Stock that had not been issued under the 1993 Plan prior to its expiration are hereby carried forward to, and deemed covered by a new Registration Statement on Form S-8 to be contemporaneously filed by the Company with the Commission in connection with the 1999 Plan.

### PART II.

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The Company's Registration Statement on Form S-8 (File No. 333-28069), including any amendments thereto, is incorporated herein by reference.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on the 28th day of February, 2001.

CERIDIAN CORPORATION

By: /s/ Ronald L. Turner

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Ronald L. Turner  
Chairman, President and Chief  
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the 28th day of February, 2001.

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Signature -----	Title -----
/s/ Ronald L. Turner ----- Ronald L. Turner	Chairman, President and Chief Executive Officer (principal executive officer)
/s/ John R. Eickhoff ----- John R. Eickhoff	Executive Vice President and Chief Financial Officer (principal financial officer)
/s/ Loren D. Gross ----- Loren D. Gross	Vice President and Corporate Controller, (principal accounting officer)

SIGNATURES CONTINUED

/s/Bruce R. Bond ----- Bruce R. Bond	Director
/s/William J. Cadogan ----- William J. Cadogan	Director
/s/Nicholas D. Chabraja ----- Nicholas D. Chabraja	Director
/s/Robert H. Ewald ----- Robert H. Ewald	Director
/s/Ronald T. Lemay ----- Ronald T. LeMay	Director
/s/George R. Lewis ----- George R. Lewis	Director
/s/Carole J. Uhrich ----- Carole J. Uhrich	Director

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/s/Paul S. Walsh

Director

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Paul S. Walsh