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CENDANT CORP
Form 424B3
August 24, 2001

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PROSPECTUS SUPPLEMENT NO. 3
(TO PROSPECTUS DATED JULY 25, 2001)

\$1,479,258,000
CENDANT CORPORATION
ZERO COUPON SENIOR CONVERTIBLE CONTINGENT DEBT SECURITIES (CODES) DUE 2021
AND CD COMMON STOCK ISSUABLE UPON CONVERSION OF THE CODES

This prospectus supplement supplements the prospectus dated July 25, 2001 of Cendant Corporation, as supplemented August 1, 2001 and August 16, 2001 relating to the sale by certain of our securityholders (including their pledges, donees, assignees, transferees, successors and others who later hold any of the selling securityholders' interests) of up to \$1,479,258,000 aggregate principal amount at maturity of CODES and the shares of CD common stock issuable upon conversion of the CODES. You should read this prospectus supplement in conjunction with the prospectus, and this prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement supersedes the information contained in the prospectus.

The table of selling securityholders contained in the prospectus is hereby amended to add the entities who are named below as selling securityholders:

NAME	AGGREGATE PRINCIPAL AMOUNT AT MATURITY OF CODES THAT MAY BE SOLD	PERCENTAGE OF CODES OUTSTANDING	NUMBER OF SHARES OF CD COMMON STOCK THAT MAY BE SOLD (1)	PERCENTAGE OF SHARES OUTSTANDING
Arkansas Teachers Retirement System....	5,975,000	*	199,565	
Banc of America Securities LLC.....	9,555,000	*	319,137	
Baptist Health of South Florida.....	773,000	*	25,818	
BNP Paribas Equity Strategies, SNC.....	47,402,000	3.20%	1,583,227	
Boston Museum of Fine Art.....	82,000	*	2,739	
Engineers Joint Pension Fund.....	745,000	*	24,883	
Enterprise Convertible Securities Fund.....	239,000	*	7,983	
Innovest Finanzdienstleistungs.....	901,000	*	30,093	
Lumbermens.....	1,038,000	*	34,669	
Motion Picture Industry.....	866,000	*	28,924	
Nicholas Applegate Convertible Fund....	2,283,000	*	76,252	
Nicholas Applegate Investment Grade				

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Convertible.....	22,000	*	735
Physicians Life.....	589,000	*	19,673
San Diego City Retirement.....	1,430,000	*	47,762
San Diego County Convertible.....	2,890,000	*	96,526
Screen Actors Guild.....	799,000	*	26,687
Wake Forest University.....	1,158,000	*	38,677
Writers Guild.....	468,000	*	15,631
Wyoming State Treasurer.....	1,610,000	*	53,774

Additionally, the following represents updated information regarding the selling securityholders listed in the selling securityholder table in the prospectus:

NAME	AGGREGATE PRINCIPAL AMOUNT AT MATURITY OF CODES THAT MAY BE SOLD	PERCENTAGE OF CODES OUTSTANDING	NUMBER OF SHARES OF CD COMMON STOCK THAT MAY BE SOLD (1)	PERCENTAGE OF COMMON STOCK OUTSTANDING
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Global Bermuda Limited Partnership.....	\$ 4,500,000	*	150,300	
McMahan Securities Co. L.P.....	\$ 33,000	*	1,102	

* Less than one percent (1%).

- (1) Assumes conversion of all of the holder's CODES at a conversion rate of 33.40 shares of CD common stock per \$1,000 principal amount at maturity of the CODES. This conversion rate is subject to adjustment, however, as described under "Description of the CODES--Conversion Rights". As a result, the number of shares of CD common stock issuable upon conversion of the CODES may increase or decrease in the future. Does not include shares of CD common stock that may be issued by us upon purchase of CODES by us at the option of the holder.
- (2) Calculated based on Rule 13d-3(d) (i) of the Exchange Act, using 857,074,916 shares of CD common stock outstanding as of June 30, 2001. In calculating this amount for each holder, we treated as outstanding the number of shares of CD common stock issuable upon conversion of all of that holder's CODES, but we did not assume conversion of any other holder's CODES. Does not include shares of CD common stock that may be issued by us upon purchase of CODES by us at the option of the holder.

Investing in the CODES or shares of CD common stock involves risks that are described in the "Risk Factors" section beginning on page 5 of the prospectus.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS

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PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is August 24, 2001.