

SMARTHEAT INC.
Form EFFECT
August 06, 2009

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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOLMES STEPHEN P

2. Issuer Name and Ticker or Trading Symbol
CENDANT CORP [CD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE CAMPUS DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
V.Chair/Chair.&CEO Hosp. Div.

(Street)
PARSIPPANY, NJ 07054

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount					
Common Stock (series designated CD stock)	04/22/2005		M ⁽¹⁾		24,002	A	\$ 0	48,004	I	Held by NQ Deferred Compensation Plan
Common Stock (series designated)	04/22/2005		F ⁽²⁾		356	D	\$ 19.74	47,648	I	Held by NQ Deferred Compensation Plan

CD stock) Common Stock (series designated CD stock)	110,000	I	Held by Trust
Common Stock (series designated CD stock)	16,971	I	Held by Children
Common Stock (series designated CD stock)	144,553	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	\$ 0	04/22/2005		M ⁽¹⁾	24,002 <u>(5)</u>	04/22/2005 ⁽³⁾	Common Stock (series designated CD stock)	24,00

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOLMES STEPHEN P
ONE CAMPUS DRIVE
PARSIPPANY, NJ 07054

X

V.Chair/Chair.&CEO Hosp. Div.

Signatures

Jean M. Sera, by Power of Attorney for Stephen P.
Holmes

04/26/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents restricted stock units which automatically converted to Common Stock (series designated CD stock) upon the vesting of such units on a one-to-one basis.
- (2) Represents tax withholdings in connection with the vesting of 24,002 shares of restricted stock units on April 22, 2005.
- (3) Original grant vests in four equal installments on April 22, 2004, 2005 2006 and 2007.
- (4) Expiration date not applicable.
- (5) Total reflects adjustment made in connection with the distribution by Cendant of its ownership interest in PHH Corporation to its stockholders.

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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