

UNITED RENTALS INC /DE
Form 4
June 11, 2007

FORM 4

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

OMB APPROVAL

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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 *
HICKS WAYLAND R

(Last) (First) (Middle)

**C/O UNITED RENTALS,
INC., FIVE GREENWICH OFFICE
PARK**

(Street)

GREENWICH, CT 06831

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

UNITED RENTALS INC /DE [URI]

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

06/07/2007

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount	Number	Shares
Restricted Stock Units	(1)	06/04/2007	D V	133,334	(2)	(2)	Common Stock	133		
Restricted Stock Units	(1)	06/07/2007	A	133,334	(4)	(4)	Common Stock	133		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HICKS WAYLAND R C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831			X	

Signatures

/s/ WAYLAND R.
HICKS
Date: 06/11/2007

**Signature of Reporting Person

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) Each Restricted Stock Unit, upon vesting, entitles the reporting person to receive one share of Common Stock.
As a result of the reporting person's retirement as chief executive officer of the issuer on June 4, 2007, an aggregate of 133,334 Restricted Stock Units, which had time-based vesting and would have accelerated and vested in full upon any change-in-control of the issuer, were forfeited. Although disposition of a long derivative security position as a result of cancellation is exempt from Section 16(a) reporting (see Rule 16a-4(d)), the reporting person is voluntarily reporting the forfeiture to place in context the new award reported on this Form 4.
- (3) Consists of 149,998 Phantom Stock Units that represent previously vested Restricted Stock Units, both time-based and performance-based, with respect to which payment has been deferred.
- (4) Represents a grant of 133,334 Restricted Stock Units that vest only in the event that a change-in-control of the issuer occurs on or prior to December 31, 2007.
Represents the unvested 133,334 Restricted Stock Units reported as having been awarded pursuant to this Form 4 and 149,998 Phantom Stock Units that represent previously vested Restricted Stock Units, both time-based and performance-based, with respect to which payment has been deferred.
- (6) Common Stock will be paid to the reporting person, in settlement of the Phantom Stock Units, six months following the reporting person's termination of employment (in the case of 49,998 of the Units) or service as a director (in the case of 100,000 of the Units), subject to earlier payment in the event of a change in control of the issuer.

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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