Rappeport Gary Form 4 March 09, 2012

# FORM 4

Form 5

1(b).

(Last)

(City)

(Instr. 3)

obligations

may continue.

See Instruction

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

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Section 16. Form 4 or

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 \* Rappeport Gary

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HERTZ GLOBAL HOLDINGS INC [HTZ]

(Check all applicable)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(First) (Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year) 03/06/2012

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

2315 SANDERS ROAD

4. If Amendment, Date Original

CEO of Donlen Corporation 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) \_X\_ 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

NORTHBROOK, IL 60062

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

(Street)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

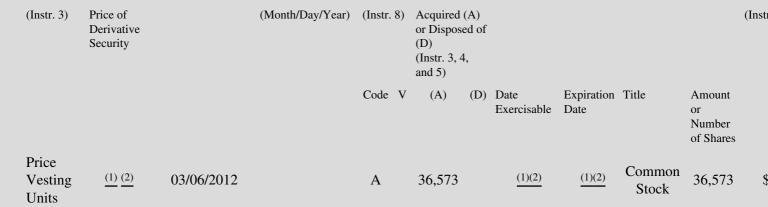
(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if TransactionDerivative **Expiration Date Underlying Securities** Deri Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu any

#### Edgar Filing: Rappeport Gary - Form 4



## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rappeport Gary 2315 SANDERS ROAD NORTHBROOK, IL 60062

**CEO** of Donlen Corporation

## **Signatures**

Stuart M. Geschwind, By Power of Attorney on behalf of Gary Rappeport

03/09/2012

\*\*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).

Each Price Vesting Unit (PVU) represents a contingent right to receive 1 share of HTZ common stock. The PVUs vest in 2 equal tranches on the third and fourth anniversaries of the date of grant, respectively. The first tranche will vest on March 6, 2015, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the

- vesting date being at least \$16.5899; if such 20 day average is less than \$16.5899 but greater than \$14.4260, then a prorated portion of the tranche will vest; if such 20 day average is less than or equal to \$14.4260, the tranche will be forfeited. The second tranche will vest on March 6, 2016, contingent upon (a) the Recipient's continued employment and (b) the average of the closing prices of HTZ shares on the 20 trading days ending on the vesting date being at least \$18.0325; if such 20 day average is less than \$18.0325 but greater than \$14.4260, [CONTINUED IN FOOTNOTE 2]
- (2) [CONTINUED FROM FOOTNOTE 1] then a prorated portion of the tranche will vest; if such 20 day average is less than or equal to \$14.4260, the tranche will be forfeited.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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