

HERTZ GLOBAL HOLDINGS INC
Form 4/A
January 16, 2014

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 *
Boyd Lois Irene

2. Issuer Name and Ticker or Trading Symbol
HERTZ GLOBAL HOLDINGS INC
[HTZ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
225 BRAE BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec. V.P. and Pres., HERC

PARK RIDGE, NJ 07656

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/21/2013

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/19/2013		M	34,272 A	\$ 9.7 73,703 ⁽¹⁾	D	
Common Stock	11/19/2013		S	23,619 D	\$ 23.1594 50,084 ⁽¹⁾ ⁽²⁾	D	
Common Stock	11/20/2013		M	2,235 A	\$ 17.14 52,319 ⁽¹⁾	D	
Common Stock	11/20/2013		S	2,235 D	\$ 24.0013 50,084 ⁽¹⁾ ⁽³⁾	D	

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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 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)		
						Date Exercisable	Expiration Date			
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 9.7	11/19/2013		M		34,272	<u>(4)</u>	03/04/2020	Common Stock	34,272
Employee Stock Option (Right to Buy)	\$ 17.14	11/20/2013		M		2,235	<u>(5)</u>	11/19/2017	Common Stock	2,235

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Boyd Lois Irene 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			Exec. V.P. and Pres., HERC	

Signatures

William Langston, By Power of Attorney on behalf of Lois Boyd 01/16/2014

 **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).

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- (1) Includes 10,906 shares acquired through Employee Stock Purchase Plan and 5,491 unvested Restricted Stock Units.

This transaction was executed in multiple trades at prices ranging from \$23.14 to \$23.21. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (2) This transaction was executed in multiple trades at prices ranging from \$24 to \$24.01. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

- (3) Options to purchase 76,485 shares were issued to the Reporting Person on March 4, 2010. The options vest in four equal annual installments on the first through fourth anniversaries of the grant date.

- (4) Options to purchase 80,000 shares were issued to the Reporting Person on November 19, 2007. The options vested in four equal annual installments on the first through fourth anniversaries of the grant date.

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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