

BRADLEY S JACOBS

Form 5

February 14, 2007

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549Check this box if
no longer subject
to Section 16.Form 4 or Form
5 obligations
may continue.See Instruction
1(b).Form 3 Holdings
Reported
Form 4
Transactions
Reported**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362Expires: January 31,
2005Estimated average
burden hours per
response... 1.01. Name and Address of Reporting Person *
BRADLEY S JACOBS

(Last) (First) (Middle)

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

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
UNITED RENTALS INC /DE [URI]3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/20065. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

GREENWICH,Â CTÂ 06830

(City) (State) (Zip)

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
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Reminder: Report on a separate line for each class of
securities beneficially owned directly or indirectly.**Persons who respond to the collection of information
contained in this form are not required to respond unless
the form displays a currently valid OMB control number.**SEC 2270
(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	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
6 1/2% Convertible Quarterly Income Preferred Securities	Â	09/26/2006	Â	J4 <u>(2)</u>	Â	9,689	Â <u>(3)</u>	01/31/2028	Common Stock	11,100
6 1/2% Convertible Quarterly Income Preferred Securities	Â	09/26/2006	Â	J4 <u>(2)</u>	Â	5,740	Â <u>(3)</u>	01/31/2008	Common Stock	6,570
6 1/2% Convertible Quarterly Income Preferred Securities	Â	09/26/2006	Â	J4 <u>(2)</u>	Â	7,552	Â <u>(3)</u>	01/31/2008	Common Stock	8,650
6 1/2% Convertible Quarterly Income Preferred Securities	Â	11/30/2006	Â	J4 <u>(2)</u>	Â	1,905	Â <u>(3)</u>	01/31/2028	Common Stock	2,180
6 1/2% Convertible Quarterly Income Preferred Securities	Â	11/30/2006	Â	J4 <u>(2)</u>	Â	1,129	Â <u>(3)</u>	01/31/2008	Common Stock	1,290
6 1/2% Convertible Quarterly Income Preferred Securities	Â	11/30/2006	Â	J4 <u>(2)</u>	Â	1,480	Â <u>(3)</u>	01/31/2028	Common Stock	1,690

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY S JACOBS C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06830	X			

Signatures

/s/ Bradley S. Jacobs 02/13/2007

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 6 1/2% Convertible Quarterly Income Preferred Security ("QUIP") is convertible into shares of common stock of United Rentals, Inc. at the rate of 1.14593 shares of common stock for each QUIP (equivalent to a conversion price of \$43.6325 based on the liquidation preference per share of \$50.00), subject to adjustment under certain circumstances.
- These QUIPs were originally issued in 1998 by a subsidiary trust of United Rentals, Inc. Pursuant to the QUIPs Indenture, United Rentals, Inc. redeemed a portion of the outstanding QUIPs on each of September 29, 2006 and on November 30, 2006. These transactions reflect the mandatory and involuntary pro rata redemption of the QUIPs held by the Reporting Person on each of September 29, 2006 and November 30, 2006.
- (3) Immediately.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.