

Dixon Joseph A.
Form 4
June 16, 2010

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 *
Dixon Joseph A.

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O UNITED RENTALS,
INC., FIVE GREENWICH OFFICE
PARK
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/13/2010

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President- Sales

GREENWICH, CT 06831

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	03/13/2010		F			1,049	D	\$ 8.38	31,781	D	
Common Stock	06/14/2010		M			11,667	A	\$ 3.375	43,448	D	
Common Stock	06/14/2010		S			11,667	D	\$ 12.04 (1)	31,781	D	
Common Stock	06/14/2010		S			2,285	D	\$ 12.032	29,496	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)	8. Amount or Number of Shares
Stock Option - Right to Buy	\$ 3.375	06/14/2010		M	11,667	<u>(2)</u> 03/12/2019	Common Stock	11,667

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dixon Joseph A. C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831			Vice President- Sales	

Signatures

/ s / Joseph A. Dixon
Date: 06/16/2010
**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).
Represents weighted average sale price for these executed sale transactions on June 14, 2010. The range of prices for such transactions
- (1) was from \$12.04 to \$12.05. The reporting person hereby undertakes, upon request by the Commission staff, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price within the range.
- (2) In connection with an option award granted to Mr. Dixon on March 13, 2009 and originally reported on March 17, 2009, an initial 11,667 of the option shares became exercisable on March 13, 2010.

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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