

BAKER LEIGHANNE G

Form 4

November 16, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
BAKER LEIGHANNE G

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)
11/13/2010

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior Vice President and CHRO

PARK RIDGE, NJ 07656

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	11/13/2010		M		40,000	A (1)	11	101,836 (4) D
Common Stock	11/13/2010		F		16,390 (2)	D (2)	\$ 12.02	85,446 (4) D

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

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(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Stock Units	(3)	11/13/2010		M		40,000		(3)	(3)	Common Stock	40,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BAKER LEIGHANNE G 225 BRAE BOULEVARD PARK RIDGE, NJ 07656	Senior Vice President and CHRO

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Leighanne G. Baker 11/16/2010

__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).

(1) Represents shares issued to the reporting person in respect of the vesting of the second tranche of Performance Stock Units issued on November 13, 2008.

(2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vested in two tranches on the first and second anniversaries of the date of grant. Vesting of the first tranche was contingent upon (a) the

(3) Recipient's continued employment and (b) satisfaction of the consolidated leverage ratio covenants in the credit agreements governing The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. Vesting of the second tranche was contingent only upon the Recipient's continued employment.

(4) Includes 8528 shares acquired through Employee Stock Purchase Plan.

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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