Stuart Robert J
Form 4
February 27, 2012

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stuart Robert J

(Last) (First) (Middle)

225 BRAE BOULEVARD

(Street)

PARK RIDGE, NJ 07656

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2012

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

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

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Sr. V.P., Global Sales

6. Individual or Joint/Group Filing(Check 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

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	02/26/2012		M		73,027	A (1)	(1)	134,892	D	
Common Stock	02/26/2012		F		30,453 (2)	D (2)	$ 14.55	104,439	D	

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

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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)	02/26/2012		M			73,027	(3)	(3)	Common Stock	73,027

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuart Robert J 225 BRAE BOULEVARD PARK RIDGE, NJ 07656			Sr. V.P., Global Sales	

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Robert J. Stuart — 02/27/2012

**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).

(1) Represents shares issued to the reporting person in respect of the vesting of the third tranche of Performance Stock Units issued on February 26, 2009.

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

(3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vested in three tranches. The first tranche, consisting of 25% of the grant, vested on February 26, 2010, which was the first anniversary of the date of grant. Vesting was contingent upon (a) the 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. Following vesting of the first tranche, the second and third tranches vested on the second and third anniversaries of the date of grant contingent only upon the Recipient's continued employment. The second tranche consisted of 25% of the grant and the third tranche consisted of 50% of the grant.

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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