

HERTZ GLOBAL HOLDINGS INC
 Form 4
 February 27, 2012

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 *
FRISSORA MARK P

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)
02/26/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO and Chairman of the Board

PARK RIDGE, NJ 07656

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 Indirect Beneficial Ownership (Instr. 4) | | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|-----|-------------------------------------|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | | |
| Common Stock | 02/26/2012 | | M | | 862,182 | A (1) | <u>(1)</u> | 2,130,784 | I | By Mark P. Frissora Revocable Trust | |
| Common Stock | 02/26/2012 | | F | | 399,621 | D (2) | \$ 14.55 | 1,731,163 | I | By Mark P. Frissora Revocable Trust | |
| Common Stock | | | | | | | | 12,390 | (4) | D | |
| | | | | | | | | 350,000 | | I | |

| | | | | | | |
|--------------|-----|---|--|--|--|--------------------------------------|
| Common Stock | | | | | | By Jennifer Frissora Revocable Trust |
| Common Stock | 785 | I | | | | By Daughter |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Performance Stock Units | (3) | 02/26/2012 | | M | 862,182 | (3) (3) | Common Stock 862,182 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | |
|---|---------------|-----------|-------------------------------|
| | Director | 10% Owner | Officer |
| FRISSORA MARK P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | | | CEO and Chairman of the Board |

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Mark P. Frissora 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)

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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.

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.

- (4) 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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