

HERTZ GLOBAL HOLDINGS INC

Form 4

January 07, 2014

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 *
Stuart Robert J

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)
01/03/2014

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

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	01/03/2014		M ⁽¹⁾		26,901	A	\$ 12.74
							36,926
Common Stock	01/03/2014		S ⁽¹⁾		26,901	D	\$ 29.0167
							10,025
Common Stock	01/03/2014		M ⁽¹⁾		70,896	A	\$ 12.97
							80,921
Common Stock	01/03/2014		S ⁽¹⁾		70,896	D	\$ 29.0167
							10,025
	01/03/2014		M ⁽¹⁾		49,962	A	\$ 9.7
							59,987

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Common Stock							
Common Stock	01/03/2014	<u>S⁽¹⁾</u>	49,962	D	\$ 29.0167 <u>(2)</u>	10,025	D
Common Stock	01/03/2014	<u>M⁽¹⁾</u>	23,141	A	\$ 14.6	33,166	D
Common Stock	01/03/2014	<u>S⁽¹⁾</u>	23,141	D	\$ 29.0167 <u>(2)</u>	10,025	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.74	01/03/2014		<u>M⁽¹⁾</u>	26,901	<u>(3)</u> 02/25/2018	Common Stock 26,901
Employee Stock Option (Right to Buy)	\$ 12.97	01/03/2014		<u>M⁽¹⁾</u>	70,896	<u>(4)</u> 02/28/2018	Common Stock 70,896
Employee Stock Option (Right to Buy)	\$ 9.7	01/03/2014		<u>M⁽¹⁾</u>	49,962	<u>(5)</u> 03/04/2020	Common Stock 49,962
	\$ 14.6	01/03/2014		<u>M⁽¹⁾</u>	23,141	<u>(6)</u> 03/01/2021	23,141

Employee
 Stock
 Option
 (Right to
 Buy)

Common
 Stock

Reporting Owners

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

Signatures

William Langston, By Power of Attorney on behalf of Robert Stuart 01/07/2014

**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) Transaction pursuant to trading plan meeting the requirements of SEC Rule 10b5-1.
 This transaction was executed in multiple trades at prices ranging from \$28.75 to \$29.79. The price reported above reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (3) Options to purchase 80,000 shares were issued to the Reporting Person on February 25, 2008. The options vested in four equal annual installments (20,000 per year) on the first through fourth anniversaries of the grant date.
- (4) Options to purchase 70,896 shares were issued to the Reporting Person on February 28, 2008. The options vested in four equal annual installments (17,724 per year) on the first through fifth anniversaries of the grant date.
- (5) Options to purchase 66,616 shares were issued to the Reporting Person on March 4, 2010. The options vest in four equal annual installments (16,654 per year) on the first through fourth anniversaries of the grant date.
- (6) Options to purchase 46,282 shares were issued to the Reporting Person on March 1, 2011. The options vest in four equal annual installments (11,571 per year) on the first through fourth anniversaries of the grant date.

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