

MAHONEY JOHN  
Form 3/A  
April 11, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â MAHONEY JOHN		(Month/Day/Year)	ZIPCAR INC [ZIP]	
(Last)	(First)	(Middle)	04/08/2011	
C/O ZIPCAR, INC.,Â 25 FIRST STREET, 4TH FLOOR		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		04/08/2011
CAMBRIDGE,Â MAÂ 02141		<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	
		(give title below) (specify below)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <sup>(1)</sup>	69,348 <sup>(2)</sup>	I	See Footnotes <sup>(3)</sup> <sup>(4)</sup>

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (5)	10/20/2020	Common Stock	32,650 (6) \$ 10.98 (6)		D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MAHONEY JOHN C/O ZIPCAR, INC. 25 FIRST STREET, 4TH FLOOR CAMBRIDGE, MA 02141	Â X	Â	Â	Â

## Signatures

/s/ Dean J. Breda, attorney-in-fact	04/11/2011
<u>    </u> Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) This amendment is being filed solely to amend the Date of Event Requiring Statement from 4/13/11 to 4/8/11.
- (2) Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011, pursuant to which each share of common stock was reduced by half.
- (3) Held by the John Mahoney 2011 Qualified Annuity Trust, of which Mr. Mahoney is trustee.
- (4) Mr. Mahoney disclaims beneficial ownership of the shares held by the John Mahoney 2011 Qualified Annuity Trust, except to the extent of his pecuniary interest therein.
- (5) This option becomes exercisable in 48 equal monthly installments following October 20, 2010.  
Reflects a 1-for-2 reverse stock split of the common stock of Zipcar, Inc., which became effective on March 29, 2011, pursuant to which
- (6) (i) the number of shares of common stock underlying this option was reduced by half and (ii) the exercise price of this option was doubled.

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.