

UNITED RENTALS INC /DE

Form 4

March 08, 2016

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 *
Flannery Matthew John

(Last) (First) (Middle)

C/O UNITED RENTALS, INC., 100
FIRST STAMFORD PLACE-STE
700

(Street)

STAMFORD, CT 06902

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

UNITED RENTALS INC /DE [URI]

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

03/04/2016

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 ____ Other (specify
below) below)
Exec. VP & COO

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	03/04/2016		F		524 ⁽¹⁾	\$ 57.49	21,402 D
Common Stock	03/07/2016		A		2,369 ⁽²⁾	\$ 59.85	23,771 D
Common Stock	03/07/2016		F		831 ⁽³⁾	\$ 59.85	22,940 D
Common Stock	03/07/2016		A		7,519 ⁽⁴⁾	\$ 59.85	30,459 D
Common Stock	03/07/2016		A		10,026 ⁽⁵⁾	\$ 59.85	40,485 D

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Common Stock	03/07/2016	F	952 ⁽¹⁾	D	\$ 59.85	39,533	D
Common Stock	03/07/2016	F	218 ⁽¹⁾	D	\$ 59.85	39,315	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Flannery Matthew John
C/O UNITED RENTALS, INC.
100 FIRST STAMFORD PLACE-STE 700
STAMFORD, CT 06902

Exec. VP & COO

Signatures

/s/ Craig A. Pintoff,
attorney-in-fact

03/08/2016

__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) Securities disposed of represent shares surrendered for tax purposes in connection with the vesting and settlement of restricted stock units granted and previously reported on Form 4.

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- (2) Represents 2015 annual bonus payable in the form of unrestricted common stock.
- (3) Securities disposed of represent shares withheld for tax purposes in connection with award of 2015 annual bonus.
These shares comprise an award of restricted stock units granted to the reporting person. Subject to acceleration in certain circumstances,
- (4) one-third of the units are scheduled to vest on each of March 7, 2017, March 7, 2018 and March 7, 2019. Units are settled with shares of common stock on a one-for-one basis upon vesting.
- (5) These shares comprise an award of restricted stock units granted to the reporting person. Subject to acceleration in certain circumstances, the units are scheduled to vest on March 7, 2019. Units are settled with shares of common stock on a one-for-one basis upon vesting.

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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