

HERTZ GLOBAL HOLDINGS INC

Form 4

August 04, 2014

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 *
Srinivasan Naren B

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)

07/31/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

Sr VP, Global Strat & Corp Dev

PARK RIDGE, NJ 07656

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock	07/31/2014		F	218 ⁽¹⁾ D	\$ 28.22	26,098 ⁽²⁾ D	

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)**

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Srinivasan Naren B
225 BRAE BOULEVARD
PARK RIDGE, NJ 07656

Sr VP, Global Strat & Corp Dev

Signatures

William Langston, By Power of Attorney on behalf of Naren B.
Srinivasan

08/04/2014

__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).

The Reporting Person was issued 1,952 Restricted Stock Units (each, an "RSU") on July 31, 2013. Each RSU represents a contingent right to receive one share of HTZ common stock and the RSUs granted on that date vest in three equal tranches on the first, second and

(1) third anniversaries of the grant date, in each case, subject to the Reporting Person's continued employment by the Issuer on the applicable vesting date. On July 31, 2014, 650 of the RSUs vested and 218 of those RSUs were withheld to pay tax liabilities incident to the vesting of the RSUs.

(2) Includes (i) 15,000 RSUs that will vest on August 5, 2014, (ii) 3,463 RSUs that will vest on March 6, 2015, and (iii) 1,302 that will vest in two equal tranches of 651 on each of July 31, 2015 and July 31, 2016.

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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