

Corsillo Juan P
Form 4
May 01, 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 *
Corsillo Juan P

2. Issuer Name and Ticker or Trading Symbol
RSC Holdings Inc. [RRR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Sales, Mark. & Corp. Ops

C/O RSC HOLDINGS INC., 6929 E. GREENWAY PARKWAY, SUITE 200

(Street)

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

SCOTTSDALE, AZ 85254

(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)
			Code	V	Amount (D) Price		
Common Stock	04/30/2012		D	(1)	32,722 (4) 0	D	
Common Stock	04/30/2012		D	(2)	33,300 (5) 0	D	
Common Stock	04/30/2012		D	(1)	29,700 (6) 0	D	
Common Stock	04/30/2012		D	(3)	18,300 (7) 0	D	
Common Stock	04/30/2012		D	(1)	16,300 (8) 0	D	

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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 Number of Shares
Employee Stock Options	\$ 7.64	04/30/2012		D	105,254	03/15/2013	03/15/2020	Common Stock	105,254 (9)
Employee Stock Options	\$ 10	04/30/2012		D	22,000	04/20/2014	04/20/2020	Common Stock	22,000 (9)
Employee Stock Options	\$ 12	04/30/2012		D	22,000	04/20/2014	04/20/2020	Common Stock	22,000 (9)
Employee Stock Options	\$ 14	04/30/2012		D	22,000	04/20/2014	04/20/2020	Common Stock	22,000 (9)
Employee Stock Options	\$ 16	04/30/2012		D	11,200	04/20/2015	04/20/2021	Common Stock	11,200 (9)
Employee Stock Options	\$ 17	04/30/2012		D	12,100	04/20/2015	04/20/2021	Common Stock	12,100 (9)
Employee Stock Options	\$ 18	04/30/2012		D	13,100	04/20/2015	04/20/2021	Common Stock	13,100 (9)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Corsillo Juan P
C/O RSC HOLDINGS INC.

SVP, Sales, Mark. & Corp. Ops

6929 E. GREENWAY PARKWAY, SUITE 200
SCOTTSDALE, AZ 85254

Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Juan P.
Corsillo

05/01/2012

__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) This represents an award of time based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. The original service vesting schedule shall continue to apply to these restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(2) This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 49,950 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is December 31, 2012. As a result of the merger between United Rentals, Inc. ("URI") and Issuer, 33,300 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(3) This represents an award of performance based restricted stock units, a contingent right to receive the specified number of shares of Issuer's common stock upon vesting. A total of 27,450 performance based restricted stock units were granted subject to a combination of time and performance vesting based on continued service through the 15th day following the last day of the Performance Period which is December 31, 2013. As a result of the merger, 18,300 of such restricted stock units were deemed "earned" and the balance was forfeited. The original service vesting schedule shall continue to apply to earned restricted stock units, subject to "double-trigger" accelerated vesting if the reporting person is either involuntarily terminated or constructively terminated following the merger.

(4) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 16,887 shares of URI common stock.

(5) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 17,186 shares of URI common stock.

(6) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 15,328 shares of URI common stock.

(7) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 9,444 shares of URI common stock.

(8) The restricted stock units were assumed by URI in the merger and replaced with restricted stock units in respect of 8,412 shares of URI common stock.

(9) The original vesting schedule continues to apply to the option subject to "double-trigger" accelerated vesting if the reporting person is either involuntary terminated or constructively terminated following the merger.

(10) This option was assumed by URI in the merger and replaced with an option to purchase 54,321 shares of URI common stock for \$14.81 per share.

(11) This option was assumed by URI in the merger and replaced with an option to purchase 11,354 shares of URI common stock for \$19.38 per share.

(12) This option was assumed by URI in the merger and replaced with an option to purchase 11,354 shares of URI common stock for \$23.26 per share.

(13) This option was assumed by URI in the merger and replaced with an option to purchase 11,354 shares of URI common stock for \$27.13 per share.

(14) This option was assumed by URI in the merger and replaced with an option to purchase 5,780 shares of URI common stock for \$31.01 per share.

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- (15) This option was assumed by URI in the merger and replaced with an option to purchase 6,244 shares of URI common stock for \$32.94 per share.
- (16) This option was assumed by URI in the merger and replaced with an option to purchase 6,760 shares of URI common stock for \$34.88 per share.

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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