

HERTZ GLOBAL HOLDINGS INC

Form 4

March 01, 2011

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 *
FRISSORA MARK P

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)
02/26/2011

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
CEO and Chairman of the Board

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2011		M		431,091	<u>A</u> <u>(1)</u>	<u>(1)</u>	1,564,724	I	By Mark P. Frissora Revocable Trust
Common Stock	02/26/2011		F		<u>199,811</u> <u>(2)</u>	<u>D</u> <u>(2)</u>	\$ 15.14	1,364,913	I	By Mark P. Frissora Revocable Trust
Common Stock								10,791 <u>(4)</u>	D	
								350,000	I	

By Mark P.
Frissora
Revocable
Trust

By Mark P.
Frissora
Revocable
Trust

Common
StockBy Jennifer
Frissora
Revocable
TrustCommon
Stock

785

I

By
Daughter

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 of Number of Shares
Performance Stock Units	(3)	02/26/2011		M	431,091	(3) (3)	Common Stock 431,091

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FRISSORA MARK P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656	CEO and Chairman of the Board

Signatures

Stuart M. Geschwind, By Power of Attorney on behalf of Mark P.
Frissora

03/01/2011

**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)

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Represents shares issued to the reporting person in respect of the vesting of the second tranche of Performance Stock Units issued on February 26, 2009.

- (2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vest in three tranches. The first tranche, consisting of 25% of the grant, vested on February 26, 2010, which was the first anniversary of the date of grant. Vesting was contingent upon (a) the Recipient's continued employment and (b) satisfaction of the consolidated leverage

- (3) ratio covenants in the credit agreements governing The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. Following vesting of the first tranche, the second and third tranches will vest on the second and third anniversaries of the date of grant contingent only upon the Recipient's continued employment. The second tranche consisted of 25% of the grant and the third tranche will consist of 50% of the grant.

- (4) Shares acquired through Employee Stock Purchase Plan

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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