

HERTZ GLOBAL HOLDINGS INC
 Form 4
 November 12, 2015

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 *
 TAGUE JOHN 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)

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/10/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

999 VANDERBILT BEACH ROAD, 3RD FLOOR

(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

NAPLES, FL 34108

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)			
			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to purchase)	\$ 22.75	11/10/2015	A	500,000		<u>(1)</u>	<u>(1)(2)</u>	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAGUE JOHN P 999 VANDERBILT BEACH ROAD 3RD FLOOR NAPLES, FL 34108	X		President and CEO	

Signatures

William Langston, By Power of Attorney on behalf of John P. Tague 11/12/2014

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).
- (1) On November 21, 2014, the Reporting Person was issued: (1) an option to acquire 500,000 shares of common stock of the Issuer (the "transition options") that will vest on December 31, 2015 if the Reporting Person develops and presents a business plan by December 31, 2015 that is approved by the Board of Directors, and a management team that is reasonably acceptable to the Board is in place by June 30, 2015, subject to the Reporting Person's continued employment on the vesting date, which will expire no later than December 31, 2019; and (2) an option to acquire 500,000 shares of common stock of the Issuer that will vest on December 31, 2017, subject to the satisfaction of revenue efficiency metrics in respect of the period from 2015-2017 to be developed by the Compensation Committee of the Board with input from the Reporting Person, and the Reporting Person continued employment on the vesting date, which will expire no later than June 30, 2020.
- (2) On November 10, 2015, the performance criteria for the transition options were satisfied and the transition options will vest on December 31, 2015 if the Reporting Person continues to be employed by the Issuer on such date.

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.