

HERTZ GLOBAL HOLDINGS INC
Form 4
May 28, 2009

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 *
BANK OF AMERICA CORP /DE/

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)
05/20/2009

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

100 N TRYON ST

(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

CHARLOTTE, NC 28255

(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 | 05/20/2009 | | A | 800 <u>(2)</u> A \$ 6,9498 | 39,160,982 <u>(4) (5) (6) (8)</u> | I | See Footnotes <u>(1) (3) (9) (10)</u> |
| Common Stock | 05/21/2009 | | D | 800 <u>(2)</u> D \$ 6,4517 | 39,160,182 <u>(4) (5) (6) (7)</u> | I | See Footnotes <u>(1) (3) (9) (10)</u> |
| Common Stock | 05/27/2009 | | A | 15,239 <u>(11)</u> A \$ 0 | 39,175,421 <u>(5) (6) (7) (12)</u> | I | See Footnotes <u>(1) (9) (10)</u> |

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 Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BANK OF AMERICA CORP /DE/ 100 N TRYON ST CHARLOTTE, NC 28255 | X | X | | |

Signatures

/s/ Matthew Hirshfield, Attorney-in-Fact for Bank of America

05/28/2009

__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 Form 4 is being filed by Bank of America Corporation ("BAC"), a Delaware corporation and bank holding company registered under the Bank Holding Company Act of 1956, on behalf of its subsidiaries. BAC consummated a merger with Merrill Lynch Co., Inc. ("ML&Co.") on January 1, 2009, after which ML&Co. became a direct wholly owned subsidiary of BAC.
- (2) Transaction executed by the error correction section of Merrill, Lynch, Pierce, Fenner & Smith Incorporated ("MLPFS"), a broker-dealer and subsidiary of ML&Co., to correct errors made in connection with trades made on behalf of clients of MLPFS.
- (3) In connection with this transaction reported, BAC has agreed to voluntarily remit appropriate profits, if any, to Hertz Global Holdings, Inc. BAC disclaims that the transactions reported on this Form 4 are subject to reporting under Section 16(a) or disgorgement under Section 16(b), and this report shall not be deemed an admission that those sections apply to these transactions.
- (4) 32,167,044 shares are owned directly by ML Global Private Equity Fund, L.P. ("MLGPE"). MLGPE Ltd. is the general partner of MLGPE and is a wholly owned subsidiary of ML Global Private Equity Partners, L.P. ("MLGPEP"), the general partner of which is

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Merrill Lynch GP, Inc. ("ML GP"), which is a wholly owned subsidiary of Merrill Lynch Group Inc. ("ML Group"), which is a wholly owned subsidiary of ML&Co.

3,872,549 shares are owned directly by Merrill Lynch Ventures L.P. 2001 ("MLV LP"), a limited partnership whose general partner is

- (5) Merrill Lynch Ventures, L.L.C. ("MLV LLC"), a wholly owned subsidiary of ML Group, which is a wholly owned subsidiary of ML&Co.
- (6) 3,101,137 shares are owned directly by ML Hertz Co-Investor, L.P. ("Hertz Co-Investor LP"), a limited partnership whose general partner is ML Hertz Co-Investor GP, L.L.C. ("Hertz Co-Investor LLC"), whose sole managing member is MLGPE.
- (7) 19,452 shares are owned by MLPFS.
- (8) 20,252 shares are owned by MLPFS.

Each of BAC, ML&Co., MLGPE, MLGPE Ltd., MLGPEP, ML GP, ML Group, MLV LP, MLV LLC, Hertz Co-Investor LP, Hertz Co-Investor LLC and MLPFS (collectively, the "Reporting Persons") disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.

Pursuant to the Shareholders Agreement dated December 21, 2005, as may be amended from time to time, among Clayton, Dubilier & Rice Fund VII, L.P., CDR CCMG Co-Investor L.P., CD&R Parallel Fund VII, L.P., Carlyle Partners IV, L.P., CP IV Coinvestment L.P.,

- (10) CEP II U.S. Investments, L.P., CEP II Participations S.a.r.l, MLGPE, MLV LP, CMC-Hertz Partners, L.P. and Hertz Co-Investor LP, MLGPE has the right to designate two members to the board of directors of the Issuer. Each of the Reporting Persons other than MLGPE disclaims its possible status as director of the Issuer.

13,079 shares were granted to MLGPE as assignee of compensation payable to George Bitar for service as a director of the Issuer. 2,160

- (11) shares were granted to MLGPE as assignee of compensation payable to Travis Hain for service as a director of the Issuer. Messrs. Bitar and Hain are both employees of affiliates of MLGPE.
- (12) 32,182,283 shares are owned directly by MLGPE.

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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