Olsson Erik Form 4/A May 24, 2007

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB 3235-0287

**OMB APPROVAL** 

Number:

Expires:

January 31,

2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Olsson Erik Issuer Symbol RSC Holdings Inc. [RRR] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify C/O RSC HOLDINGS INC., 6929 E. 05/23/2007 below) **GREENWAY PARKWAY** CEO and President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person 05/24/2007 Form filed by More than One Reporting SCOTTSDALE, AZ 85254 Person (City) (State) (Zip) Table I. Non-Derivative Securities Acquired Disposed of or Reneficially Ox

• • • • • • • • • • • • • • • • • • • •	` '	Table	: 1 - Non-De	erivative S	securiu	es Acq	luirea, Disposea (	n, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies Acq	uired	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	n(A) or Di	sposed o	of	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	(D)			Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	)	Owned	Indirect (I)	Ownership
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/23/2007		P	500	A 2	\$ 21.7	153,765	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	orDeri Secu Acqı Disp	umber of vative urities uired (A) or losed of (D) r. 3, 4, and	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Purchase)	\$ 6.52	12/04/2006		A		314,597	<u>(1)</u>	12/04/2016	Common Stock	314,59
Employee Stock Option (Right to Purchase)	\$ 6.52	12/04/2006		A		629,194	(2)	12/04/2016	Common Stock	629,19

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
<b>FB</b>	Director	10% Owner	Officer	Other				
Olsson Erik								
C/O RSC HOLDINGS INC.	v	CEO and						
6929 E. GREENWAY PARKWAY	X		President					
SCOTTSDALE, AZ 85254								

# **Signatures**

/s/ Kevin Groman Attorney-in-fact 05/24/2007

\*\*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) These options will vest in five equal annual installments on the first through fifth anniversaries of the grant date. The first installment will vest on December 4, 2007.
- (2) These options are performance based options that will vest 20% each year based on the Company's achievement of certain performance

#### **Remarks:**

Date of Earliest Transaction: The transactions giving rise to this Form 4 filing occurred on May 23, 2007. In accordance with

This amendment is being filed to correct the transaction code and the number of shares beneficially owned following the report Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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