

UNITED RENTALS INC /DE
Form 4
August 27, 2007

FORM 4

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

OMB APPROVAL

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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 *
BRADLEY S JACOBS

2. Issuer Name and Ticker or Trading Symbol
UNITED RENTALS INC /DE [URI]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O UNITED RENTALS, INC., FIVE GREENWICH OFFICE PARK

3. Date of Earliest Transaction (Month/Day/Year)
08/23/2007

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

(Street)
GREENWICH, CT 06830

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

(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)
Common Stock	08/23/2007		X ⁽¹⁾⁽²⁾	A	\$ 10 1,811,281	D	
Common Stock	08/23/2007		D ⁽¹⁾⁽²⁾	D	\$ 32.225 1,687,153	D	
Common Stock	08/23/2007		X ⁽¹⁾⁽³⁾	A	\$ 10 3,771,000	I	By LLC.
Common Stock	08/23/2007		D ⁽¹⁾⁽³⁾	D	\$ 32.225 2,755,949	I	By LLC.

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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
Warrants	\$ 10	08/23/2007		X ⁽¹⁾	400,000	09/12/1997	09/12/2007			Common Stock	400,000
Warrants	\$ 10	08/23/2007		X ⁽¹⁾	3,271,000	09/12/1997	09/12/2007			Common Stock	3,271,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADLEY S JACOBS C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06830		X		

Signatures

/s/ Bradley S. Jacobs
Date: 08/27/2007
**Signature of Reporting Person

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) The transactions reported in this Form 4 reflect the exercise of 3,671,000 warrants by Mr. Jacobs on August 23, 2007, in a cashless exercise pursuant to the terms thereof and in accordance with Rules 16b-6(b) and 16b-3(e). These warrants were issued to Mr. Jacobs and entities controlled by Mr. Jacobs on September 12, 1997. The warrants were due to expire on September 12, 2007. The purchase price of common stock under all of the warrants was \$10.00.
- (2) Mr. Jacobs directly held warrants to purchase 400,000 shares of common stock at \$10.00 a share, and exercised all of these warrants on a cashless basis. As a result, 124,128 shares of common stock otherwise deliverable upon the exercise of the warrant, representing the aggregate purchase price of \$4,000,000, were withheld to pay the aggregate purchase price of the 400,000 shares purchased. The withholding of these shares was deemed to be a disposition to United Rentals, Inc., pursuant to Rule 16b-3(e).

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- Mr. Jacobs indirectly held warrants to purchase 3,271,000 shares of common stock at \$10.00 a share, and exercised all of these warrants on a cashless basis. As a result, 1,015,051 shares of common stock otherwise deliverable upon the exercise of the warrant, representing the aggregate purchase price of \$32,710,000.00 were withheld to pay the aggregate purchase price of the 3,271,000 shares purchased. The withholding of these shares was deemed to be a disposition to United Rentals, Inc., pursuant to Rule 16b-3(e).
- (3)
- (4) Determined in accordance with the terms of the warrants, and represents the average of the high and low sale prices of United Rentals, Inc. common stock on August 23, 2007.

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.