

HERTZ GLOBAL HOLDINGS INC
Form 4
March 04, 2014

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 *
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)
03/01/2014

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

PARK RIDGE, NJ 07656

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2014		M		141,221	A	\$ 0	2,029,882	I	By Mark P. Frissora Revocable Trust
Common Stock	03/01/2014		F		59,243 (2)	D	\$ 28.01	1,970,639	I	By Mark P. Frissora Revocable Trust
Common Stock	03/01/2014		M		193,798	A	\$ 0	2,164,437	I	Mark P. Frissora Revocable Trust

Common Stock	03/01/2014	F	81,299 (2)	D	\$ 28.01	2,083,138	I	Mark P. Frissora Revocable Trust
Common Stock						2,785 (1)	D	
Common Stock						350,000	I	By Jennifer Frissora Revocable Trust
Common 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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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)	03/01/2014		M	141,221	(3) (3)	Common Stock 141,221
Performance Stock Units	(4)	03/01/2014		M	193,798	(4) (4)	Common Stock 193,798

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRISSORA MARK P 225 BRAE BOULEVARD	X		CEO and Chairman of Board	

PARK RIDGE, NJ 07656

Signatures

William Langston, By Power of Attorney on behalf of Mark P.
Frissora

03/04/2014

__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) Shares acquired through Employee Stock Purchase Plan.
- (2) Shares withheld to pay tax liabilities incident to the vesting of Performance Stock Units.

(3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units vest in three tranches, contingent upon (a) the recipient's continued employment and (b) EBITDA of the issuer during the 2011 and 2012 fiscal years. The first and second tranches each consist of 25% of the grant and the third tranche will consist of 50% of the grant. The first and second tranches vested on March 1, 2012 and March 1, 2013, respectively, and the third tranche vested on March 1, 2014.

(4) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common Stock. In order for the Performance Stock Units to vest, the following performance criterion must be achieved: Sometime within the 7 year period following the grant date, the 20 day trailing average price of HTZ Common Stock must exceed \$20 per share. Vesting is also contingent upon the Recipient's continued employment through the last to occur of the third anniversary of the date of grant or the date upon which the above-described performance criterion is satisfied

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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