



Edgar Filing: ROOF DONALD C - Form 4

Common Stock      04/30/2012      D      60,081      D      (2)      0      D  
 (3)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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 Beneficially Owned (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROOF DONALD C C/O RSC HOLDINGS INC. 6929 E. GREENWAY PARKWAY, SUITE 200 SCOTTSDALE, AZ 85254	X			

## Signatures

/s/ Kevin J. Groman, Attorney-in-Fact for Donald C. Roof      04/30/2012  
 \_\_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) Average price of shares sold on transaction date.
- (2) Disposed of pursuant to a merger agreement between Issuer and United Rentals, Inc. ("URI"). In the merger, each share of Issuer's common stock (and each restricted stock unit) was exchanged for \$10.80 plus 0.2783 shares of URI common stock (with cash paid for

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fractional shares exchanged and rounding down for restricted stock units) having a market value of \$46.68 per share on the effective date of the merger.

- (3) This represents an award of restricted stock units which vested in full on the effective date of the merger. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock.

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.