

Flannery Matthew John  
 Form 3  
 March 12, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Flannery Matthew John</p> <p>(Last) (First) (Middle)</p> <p>C/O UNITED RENTALS, INC., Â FIVE GREENWICH OFFICE PARK</p> <p>(Street)</p> <p>GREENWICH, Â CT Â 06831</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/11/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>UNITED RENTALS INC /DE [URI]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Sr. Vice President- Operations</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock <u>(1)</u> <u>(2)</u>	45,036 <u>(1)</u> <u>(2)</u>	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Employee Stock Option (right to buy)	Â (3)	03/13/2019	Common Stock	40,000	\$ 3.44	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Flannery Matthew John C/O UNITED RENTALS, INC. FIVE GREENWICH OFFICE PARK GREENWICH, CT 06831	Â	Â	Â Sr. Vice President- Operations	Â

## Signatures

/s/ Matthew J. Flannery 03/12/2010

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- The total reported is comprised of: (i) 9,702 common shares, (ii) an award of restricted stock units granted to Mr. Flannery on February 4, 2008, of which 9,334 units are scheduled to vest on February 4, 2011, (iii) an award of 16,000 restricted stock units granted on April 1, 2008, which units are scheduled to vest on April 1, 2011, and (iv) an award of 10,000 restricted stock units granted on March 13, 2009, of which 3,333 units are scheduled to vest on March 13, 2010 and March 13, 2011, and 3,334 units are scheduled to vest on March 13, 2012.
- (1) Restricted stock units are settled with common shares on a one-for-one basis upon vesting and are subject to acceleration in certain circumstances.
  - (2) The option is exercisable in three installments: 13,333 options become exercisable on each of March 13, 2010 and March 13, 2011, and 13,334 option shares become exercisable on March 13, 2012.

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.