

HERTZ GLOBAL HOLDINGS INC
 Form 4
 May 13, 2013

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 *
 CDR CCMG CO-INVESTOR L 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)
 PO BOX 309, UGLAND HOUSE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/09/2013

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

GEORGE TOWN, GRAND
 CAYMAN, E9 KY1-1104

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	05/09/2013		S	6,079,064 D \$ 24.715	0	D ⁽¹⁾	

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)

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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)	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 Owned Following Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CDR CCMG CO-INVESTOR L P PO BOX 309 UGLAND HOUSE GEORGE TOWN, GRAND CAYMAN, E9 KY1-1104				Former 10% Owner
CDR CCMG Co-Investor GP LTD PO BOX 309 UGLAND HOUSE GEORGE TOWN, GRAND CAYMAN, E9 KY1-1104				Former 10% Owner
Clayton Dubilier & Rice Fund VII L P 1403 FOULK ROAD, SUITE 106 WILMINGTON, DE 19803				Former 10% Owner

Signatures

CDR CCMG Co-Investor L.P. By: CDR CCMG Co-Investor GP Limited, its general partner By: /s/ Theresa A. Gore	05/13/2013
__Signature of Reporting Person	Date
CDR CCMG Co-Investor GP Limited By: /s/ Theresa A. Gore	05/13/2013
__Signature of Reporting Person	Date
Clayton, Dubilier & Rice Fund VII, L.P. By: CD&R Associates VII, Ltd., its general partner By: /s/ Theresa A. Gore	05/13/2013
__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)

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CDR CCMG Co-Investor L.P. is a partnership the general partner of which is CDR CCMG Co-Investor GP Limited, which is a wholly-owned subsidiary of Clayton, Dubilier & Rice Fund VII, L.P. Each of CDR CCMG Co-Investor GP Limited and Clayton, Dubilier & Rice Fund VII, L.P. expressly disclaims beneficial ownership of the shares held by CDR CCMG Co-Investor L.P. except to the extent of its pecuniary interest therein.

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.