

Olsson Erik
Form 4
April 22, 2011

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Olsson Erik

(Last) (First) (Middle)

C/O RSC HOLDINGS INC., 6929 E.
GREENWAY PARKWAY, SUITE
200

(Street)

SCOTTSDALE, AZ 85254

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
RSC Holdings Inc. [RRR]

3. Date of Earliest Transaction
(Month/Day/Year)
04/20/2011

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 (1) or (D) Price		
Common Stock	04/20/2011		A		79,050 (1)	A	\$ 0 443,914 D
Common Stock	04/20/2011		A		46,900 (2)	A	\$ 0 490,814 D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 16	04/20/2011		A	32,400	04/20/2015 ⁽³⁾ 04/20/2021	Common Stock 32,400
Employee Stock Option (Right to Purchase)	\$ 17	04/20/2011		A	35,000	04/20/2015 ⁽³⁾ 04/20/2021	Common Stock 35,000
Employee Stock Option (Right to Purchase)	\$ 18	04/20/2011		A	37,600	04/20/2015 ⁽³⁾ 04/20/2021	Common Stock 37,600

Reporting Owners

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

Signatures

/s/Kevin J. Groman, Attorney-in-Fact for Erik Olsson

04/22/2011

____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).

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(1) This represents an award of performance based restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests. This is the maximum number of shares that may become vested upon the achievement of determined potential performance outcomes. The restricted stock units vest on the 15th day following the last day of the Performance Period which is 12/31/2013.

(2) This represents an award of time based restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's Common Stock. The Reporting Person receives one share of Common Stock for each restricted stock unit that vests. The restricted stock units will vest on the fourth anniversary of the grant date.

(3) These options will vest on the fourth anniversary of the grant date.

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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