#### HERTZ GLOBAL HOLDINGS INC

11/14/2009

Stock

Stock

Common

Form 4

November 17, 2009

#### **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading FRISSORA MARK P Issuer Symbol HERTZ GLOBAL HOLDINGS INC (Check all applicable) [HTZ] 3. Date of Earliest Transaction (Last) (First) (Middle) Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 225 BRAE BOULEVARD 11/14/2009 Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting PARK RIDGE, NJ 07656 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price By Mark P. Frissora Common 11/14/2009 M 107,500 (1) 107,500 I Stock (1)Revocable Trust By Mark P. Common 52,084 D Frissora

F

(2)

(2)

1

Revocable Trust

Ι

Ι

55,416

785

 $1,097,727 \stackrel{(3)}{=} D$ 

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Common By Stock Daughter

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 ionDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				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	<u>(4)</u>	11/14/2009		M		107,500	<u>(4)</u>	<u>(4)</u>	Common Stock	107,500

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRISSORA MARK P 225 BRAE BOULEVARD PARK RIDGE, NJ 07656

Chief Executive Officer

## **Signatures**

Stuart M. Geschwind, By Power of Attorney on behalf of Mark P. Frissora

11/17/2009

\*\*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) Represents shares issued in respect of the vesting of the first tranche of Performance Stock Units issued on November 14, 2008.
- (2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.
- (3) Includes 8289 shares acquired through Employee Stock Purchase Plan.
- (4) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vest in two equal tranches. The first tranche vested on November 14, 2009, which was the first anniversary of the date of grant. Vesting was

Reporting Owners 2

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contingent upon (a) the Recipient's continued employment and (b) satisfaction of the consolidated leverage ratio covenants in the credit agreements governing The Hertz Corporation's senior credit facilities during the period commencing on the date of grant and ending on the first anniversary thereof. The second tranche will vest on the second anniversary of the date of grant contingent only upon the Recipient's continued employment.

(5) The Performance Stock Units were issued to the Reporting Person on November 14, 2008. The Reporting Person transferred the Performance Stock Units to the Mark P. Frissora Revocable Trust on September 10, 2009.

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.