

HERTZ GLOBAL HOLDINGS INC
Form 4/A
March 17, 2011

FORM 4

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

OMB APPROVAL

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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 *
FRISSORA MARK 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)
225 BRAE BOULEVARD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/04/2011

____ Director
 Officer (give title below) _____ Other (specify below)
CEO and Chairman of the Board

PARK RIDGE, NJ 07656

4. If Amendment, Date Original Filed(Month/Day/Year)
03/08/2011

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 03/04/2011 | | M | 81,435 <u>A</u> <u>(1)</u> | 1,446,348 | I | By Mark P. Frissora Revocable Trust |
| Common Stock | 03/04/2011 | | F | 37,746 <u>(2)</u> <u>D</u> <u>(2)</u> \$ 14.99 | 1,408,602 | I | By Mark P. Frissora Revocable Trust |
| Common Stock | | | | | 350,000 | I | By Jennifer Frissora Revocable Trust |

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Represents shares issued to the reporting person in respect of the vesting of the first tranche of Performance Stock Units issued on February 28, 2011.

- (2) Shares withheld to pay tax liabilities incident to the vesting of performance stock units.

(3) Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The performance stock units vest in three tranches, contingent upon the recipient's continued employment. The first and second tranches will consist of 25% of the grant and the third tranche will consist of 50% of the grant. The first tranche vested on March 4, 2011, the second tranche will vest on March 4, 2012 and the third tranche will vest on March 4, 2013.

- (4) Shares acquired through Employee Stock Purchase Plan.

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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