

HERTZ GLOBAL HOLDINGS INC
 Form 3
 December 09, 2013

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)

| | | | | |
|---|---|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kennedy Thomas C | | (Month/Day/Year) | HERTZ GLOBAL HOLDINGS INC [HTZ] | |
| (Last) | (First) | (Middle) | 12/09/2013 | |
| HERTZ GLOBAL HOLDINGS, INC., Â 225 BRAE BOULEVARD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | _X_ Form filed by One Reporting Person | |
| | (give title below) (specify below) | | ___ Form filed by More than One Reporting Person | |
| | Senior Executive VP & CFO | | | |
| PARK RIDGE, Â NJ Â 07656 | | | | |
| (City) | (State) | (Zip) | | |

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 | 41,000 ⁽¹⁾ | 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) |
|-------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Performance Stock Units | Â (2) | Â (2) | Common Stock | 13,740 | \$ 0 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kennedy Thomas C HERTZ GLOBAL HOLDINGS, INC. 225 BRAE BOULEVARD PARK RIDGE, NJ 07656 | Â | Â | Â Senior Executive VP & CFO | Â |

Signatures

William Langston, By Power of Attorney on behalf of Thomas C. Kennedy

12/09/2013

__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).

- (1) Open market purchases of 41,000 shares of HTZ common stock were made by the Reporting Person on November 29, 2013 and December 2, 2013.

Each Performance Stock Unit represents a contingent right to receive one share of HTZ common stock. The Performance Stock Units will vest on December 9, 2016, provided that the Reporting Person (i) remains employed by the Issuer on December 9, 2016 and (ii) has

- (2) purchased at least 41,000 shares of HTZ common stock on or before December 15, 2013 and retained ownership of such shares of HTZ common stock until December 9, 2016. The Reporting Person has completed the acquisition of 41,000 shares of HTZ common stock as of the date of this report.

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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