

HERC HOLDINGS INC
Form 4
August 22, 2016

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 *
Cunningham Christian J

(Last) (First) (Middle)

27500 RIVERVIEW CENTER
BLVD.

(Street)

BONITA SPRINGS, FL 34134

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
HERC HOLDINGS INC [HRI]

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

08/18/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP & Chief HR Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	08/18/2016		Code V	Amount (A) or (D) Price			
			A	7,684 (1)	A \$ 0	14,798 (2)	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
required to respond unless the form
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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option	\$ 33.19	08/18/2016		A	17,895	<u>(3)</u> 08/18/2023	Common Stock 17,895

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cunningham Christian J 27500 RIVERVIEW CENTER BLVD. BONITA SPRINGS, FL 34134	SVP & Chief HR Officer

Signatures

/s/ Sheri Roberts, as
attorney-in-fact 08/22/2016

__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) Award of 7,684 restricted stock units, each of which represents the right to receive one share of the Issuer's common stock on the vesting date of August 18, 2019, subject to the terms and conditions of the restricted stock unit agreement.
- The common stock reported in this column consists of 147 shares of common stock as well as (i) 2,043 restricted stock units granted on April 29, 2015 and scheduled to vest ? on September 8, 2016 and the remaining ? on September 8, 2017, subject to the terms and conditions set forth in the applicable restricted stock unit agreement, (ii) 4,924 restricted stock units granted on March 4, 2016 and scheduled to vest on March 4, 2019, subject to the terms and conditions set forth in the applicable restricted stock unit agreement, and (iii)
- (2) 7,684 restricted stock units reported in the current transaction. The 147 shares of common stock represent the number of shares previously reported as held by the Reporting Person after adjustment for the 1-for-15 reverse stock split. Similarly, the number of restricted stock units in (i) and (ii) were previously reported, but have now been adjusted to reflect the equitable conversion of the outstanding awards as of the spin-off date.
- (3) The stock options become exercisable in four equal installments on each of the first four anniversaries of the grant date, subject to the terms and conditions of the employee stock option agreement.

Remarks:

Exhibit List

Exhibit 24 - Power of Attorney

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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