

HERTZ GLOBAL HOLDINGS INC
Form 4
November 17, 2009

FORM 4

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

OMB APPROVAL

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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

(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)
11/14/2009

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Executive Officer

PARK RIDGE, NJ 07656

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

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	11/14/2009		M		107,500	A (1)	107,500	I	By Mark P. Frissora Revocable Trust
Common Stock	11/14/2009		F		52,084 (2)	D (2)	\$ 9.79	I	By Mark P. Frissora Revocable Trust
Common Stock							1,097,727 (3)	D	
							785	I	

Common
Stock

By
Daughter

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

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(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 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 of Number of Shares
Performance Stock Units	(4)	11/14/2009		M	107,500	(4)	(4)	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

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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.

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